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the AMAZING SPIDER-MAN

THE
FANTASTIC FOUR
THINK I'M TRAPPED!
BUT THEY DON'T
SUSPECT MY
REAL POWER!

2
GREAT
FEATURE-LENGTH
SPIDER-MAN
THRILLERS!



EXTRA ADDED ATTRACTION: SPIDER-MAN MEETS THE FANTASTIC FOUR, AS
"the **CHAMELEON STRIKES!**"

SPIDER-MAN

SCRIPT: STAN LEE • ART: STEVE DITKO • LETTERING: JOHNNY DEE

NOTE: SPIDER-MAN FIRST APPEARED AS A FEATURE IN **AMAZING FANTASY** #15 AUG.! SO GREAT WAS YOUR RESPONSE VIA LETTERS AND POSTCARDS, THAT IT WAS DECIDED TO GIVE HIM HIS OWN MAGAZINE! A BRIEF SUMMARY FOLLOWS...

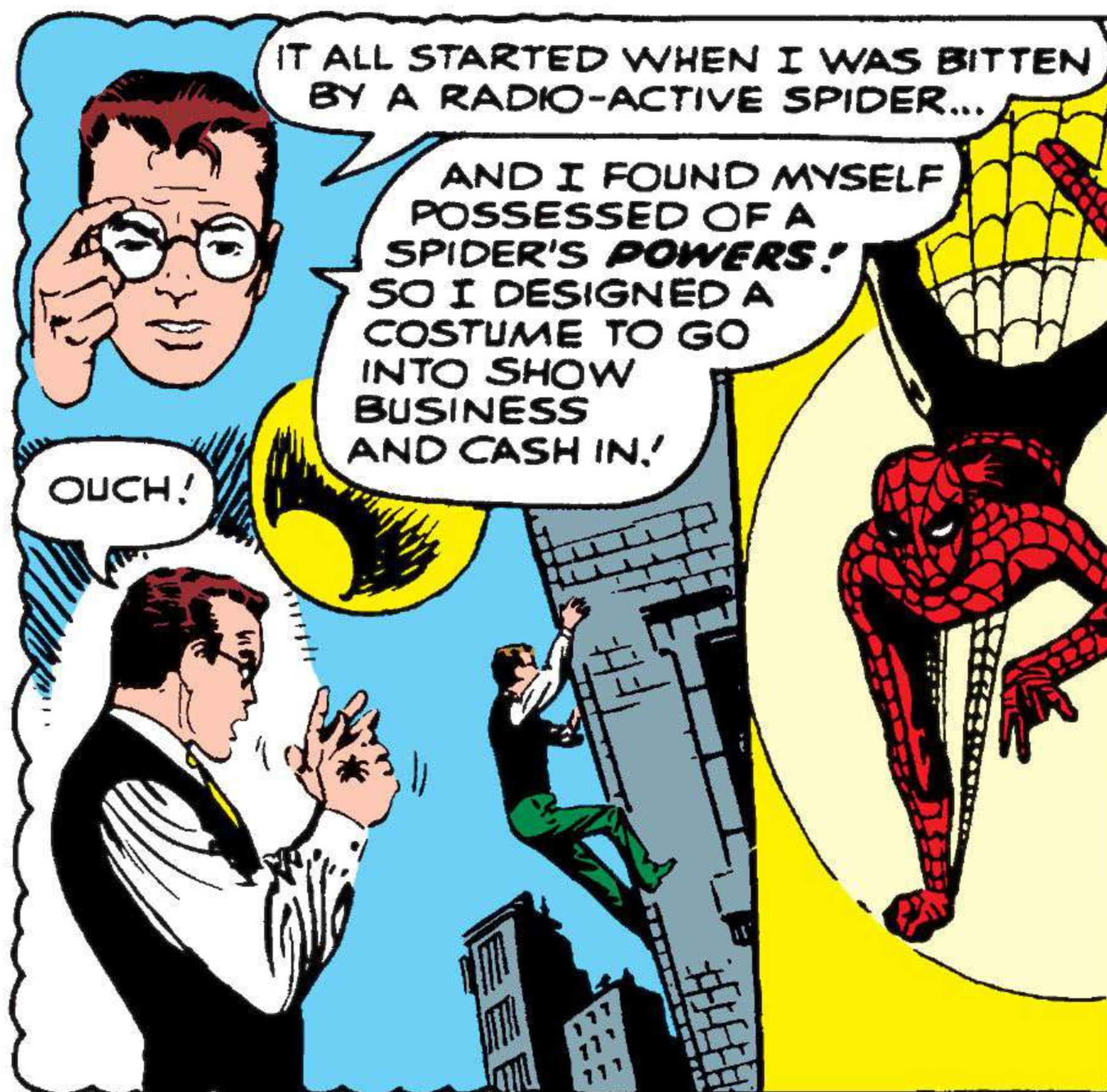
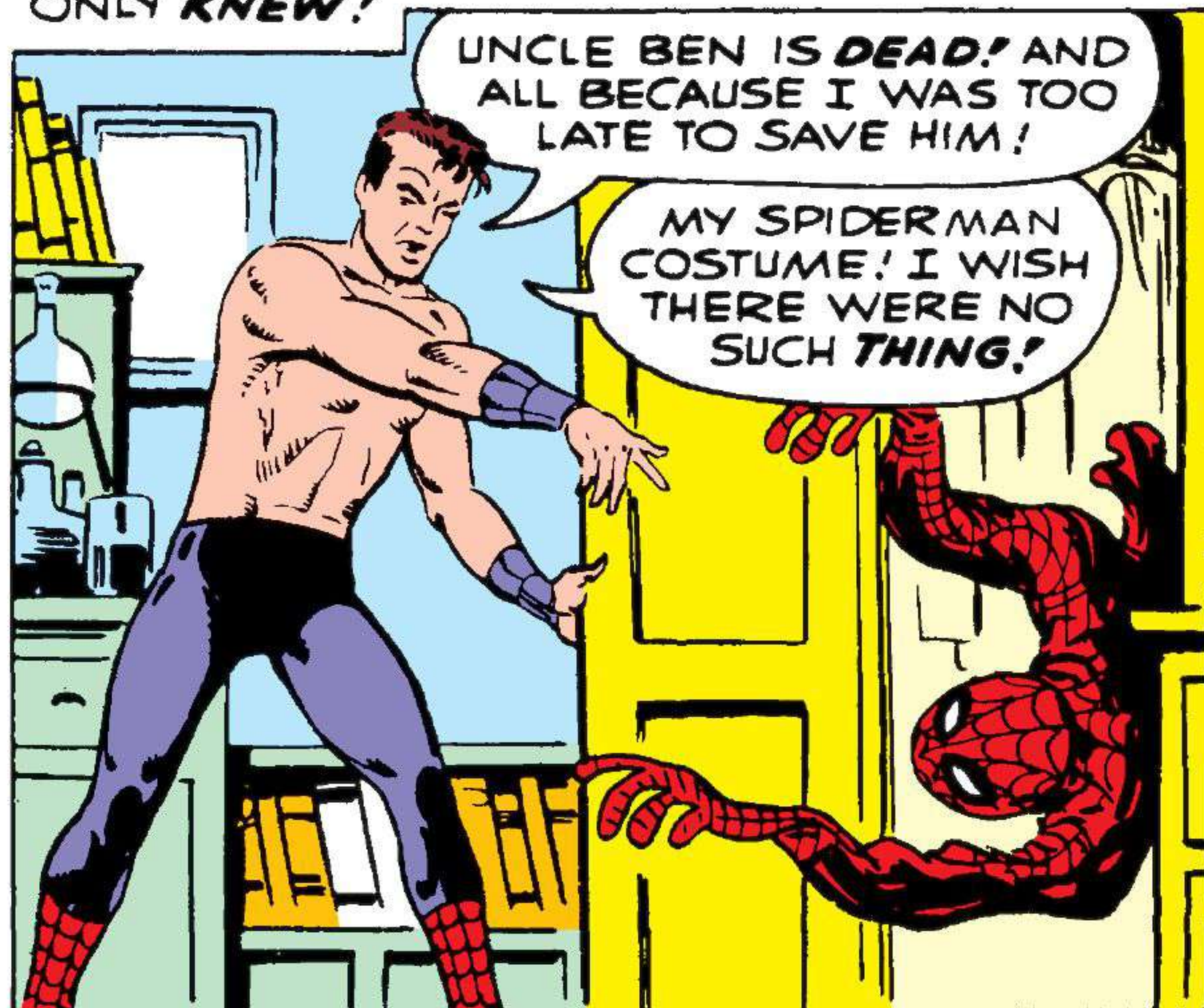
FREAK!
PUBLIC
MENACE!



SURE, YOU'VE READ MANY STORIES ABOUT MANY DIFFERENT MAGAZINE HEROES! BUT THERE'S NEVER BEEN A STORY LIKE THIS ONE-- BECAUSE THERE'S NEVER BEEN A HERO LIKE---

SPIDERMAN!

OUR SCENE IS THE BEDROOM OF PETER PARKER, THE TEEN-AGE STUDENT WHOM MANY CONSIDER TO BE A SHY BOOKWORM... BUT, OH, IF THEY ONLY *KNEW*!



"BUT WHILE I WAS BUSY SHOWING OFF, AN ARMED BURGLAR FIRED ONE FATAL SHOT AT UNCLE BEN WHEN HE WAS SURPRISED ROBBING OUR HOUSE!"



"AS SOON AS I LEARNED WHAT HAD HAPPENED, I SPED THRU THE CITY VIA MY SPIDER'S WEB, LUSTING FOR VENGEANCE!"



"AND I SOON CAUGHT THE KILLER, AND TURNED HIM OVER TO THE POLICE!"

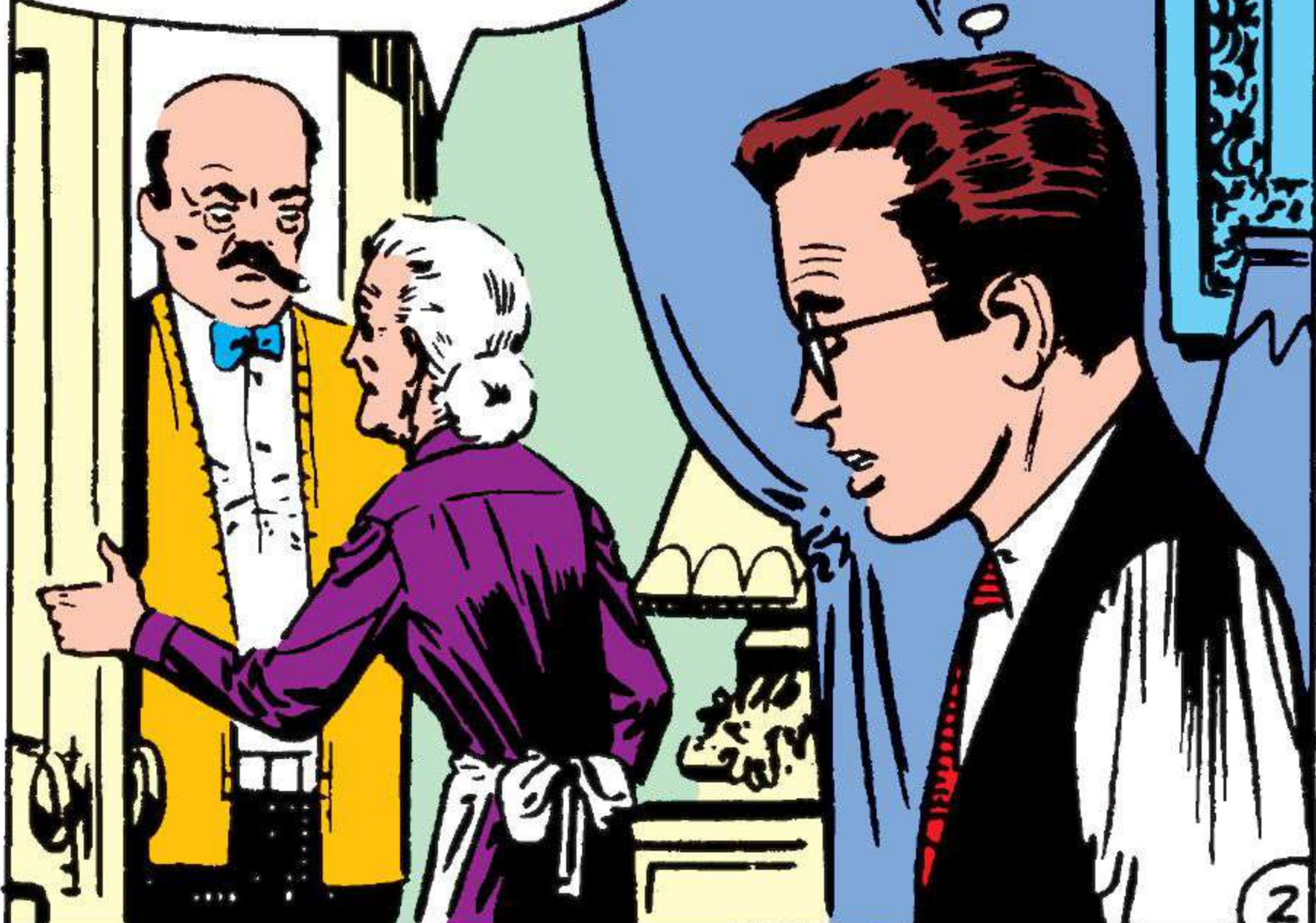


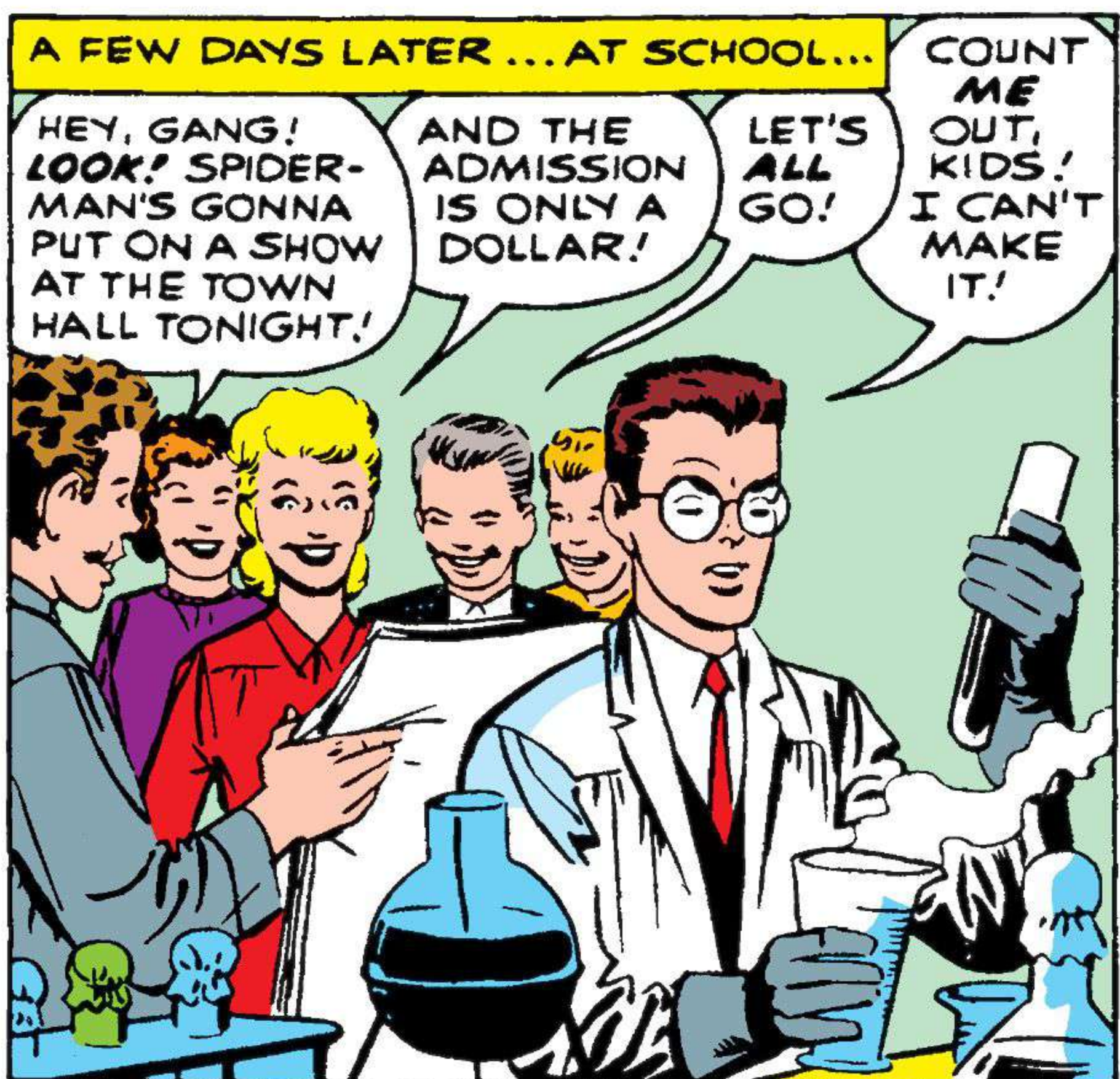
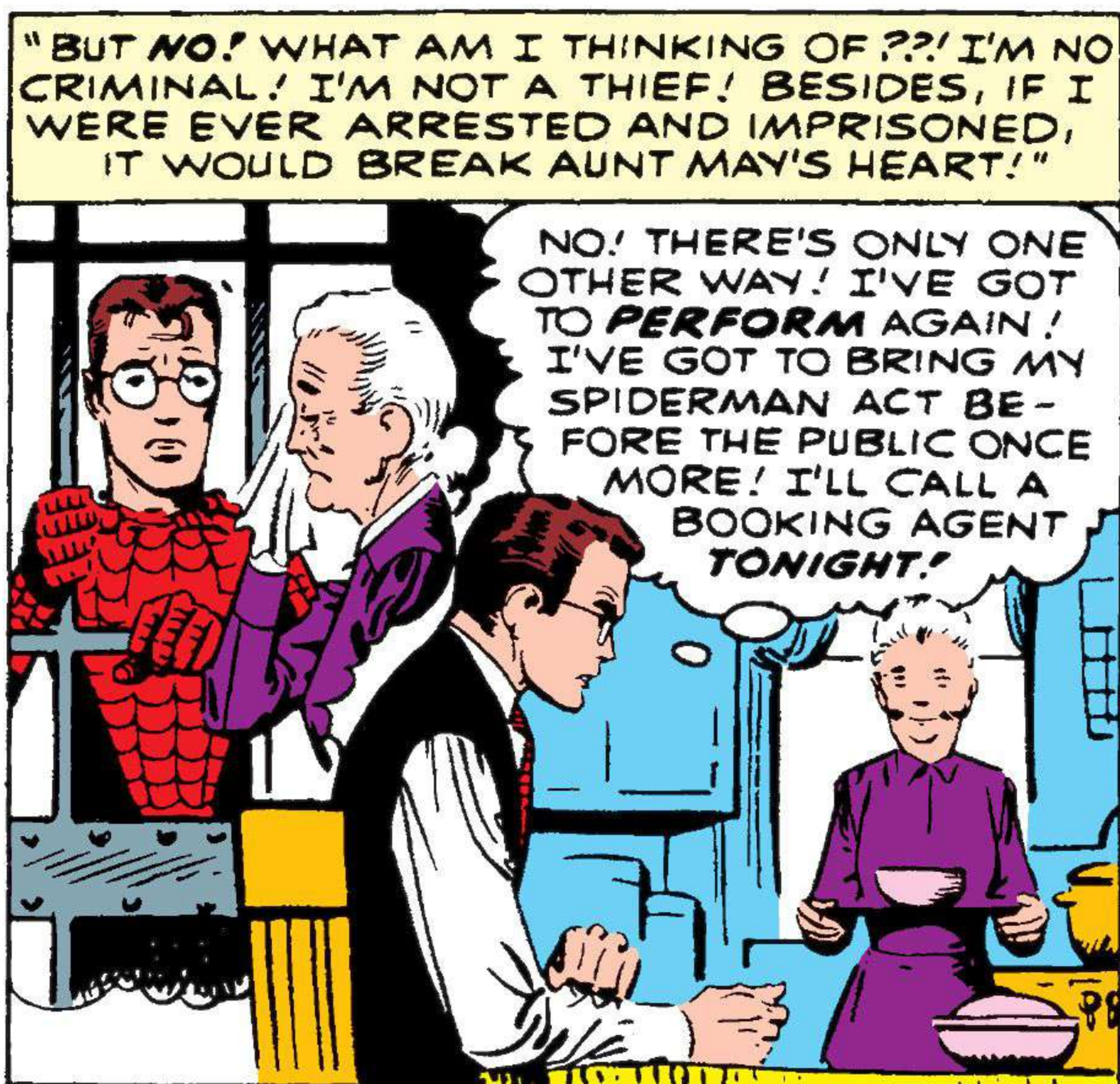
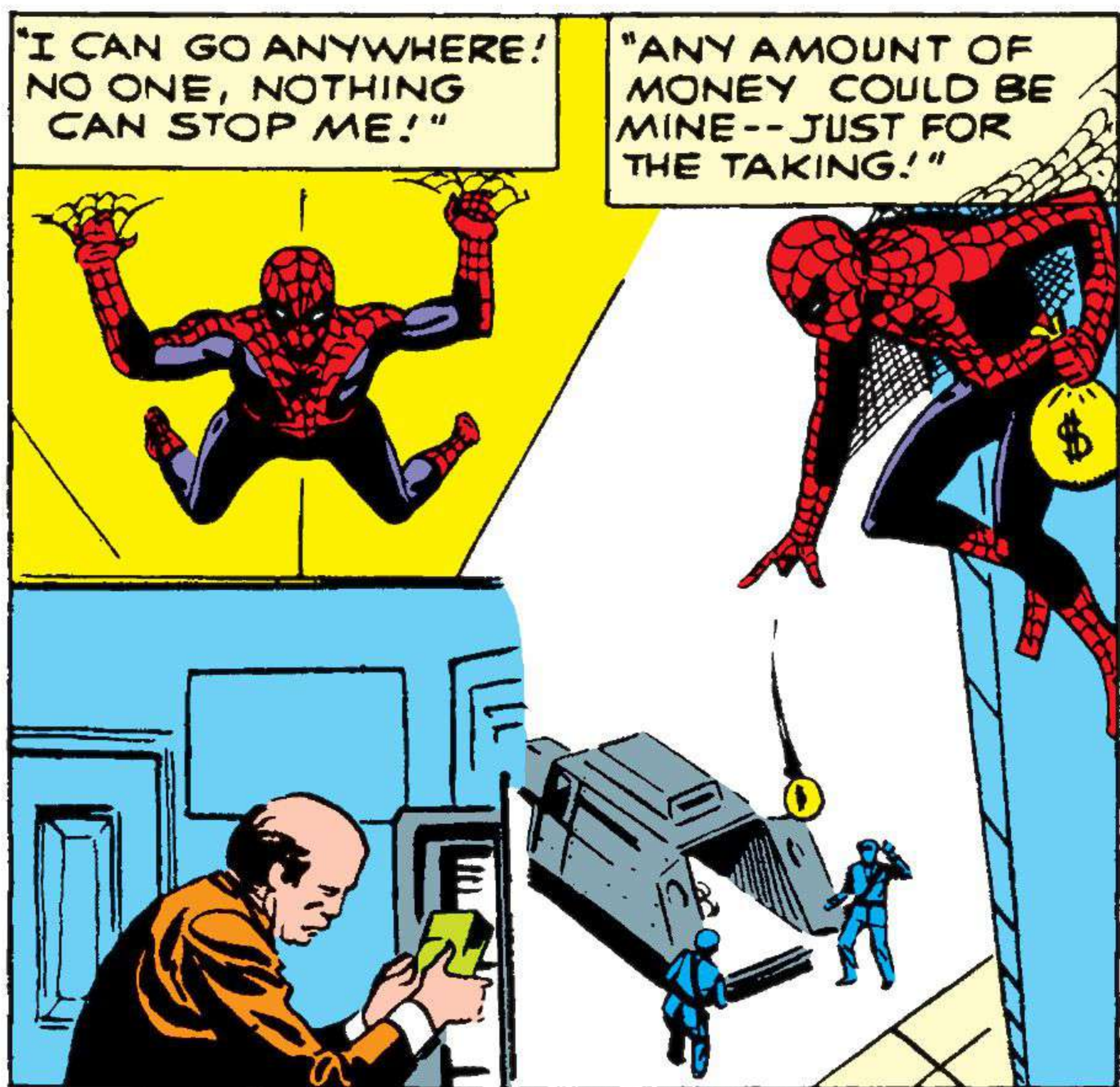
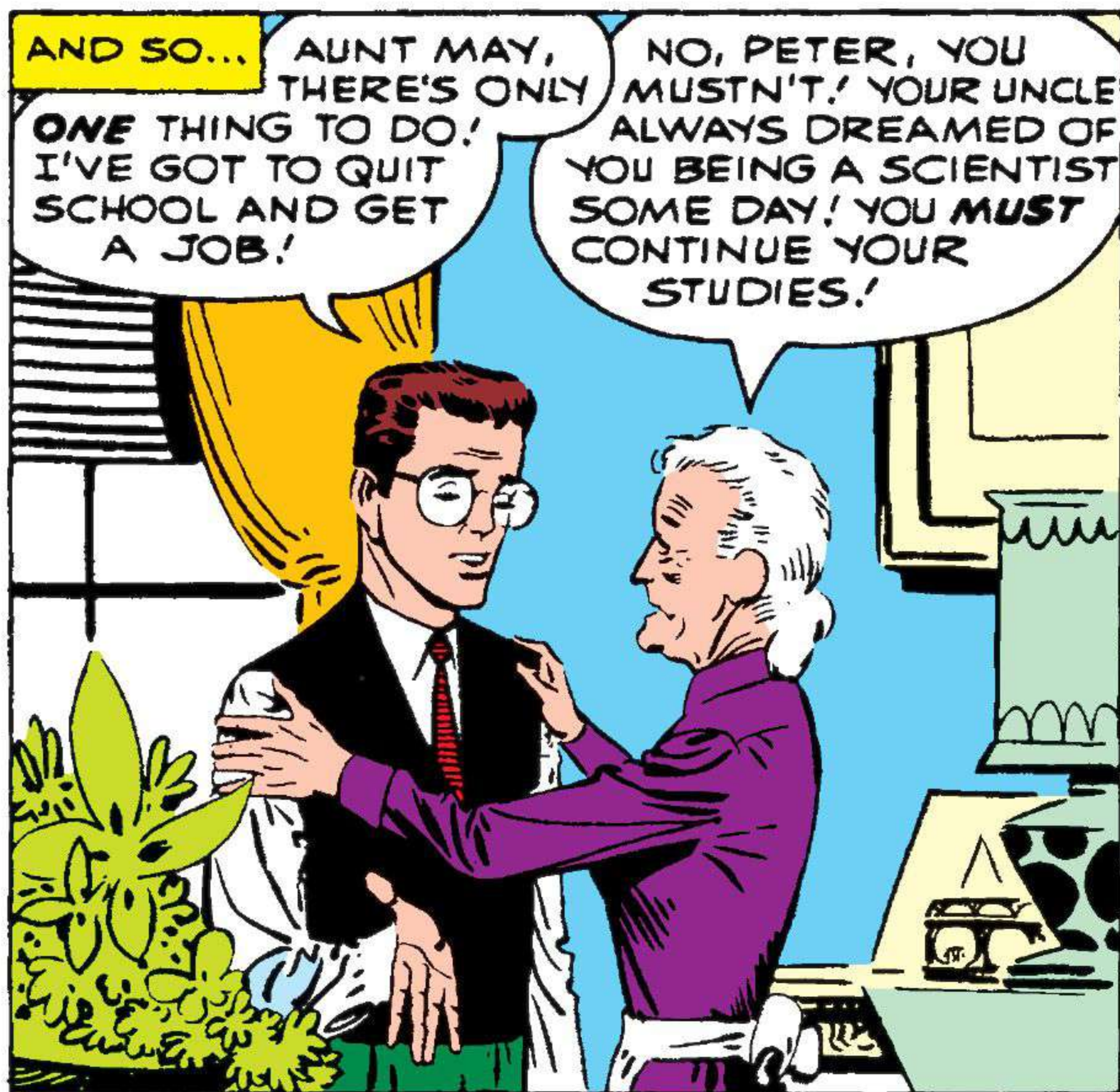
AND NOW, UNCLE BEN IS GONE, AND AUNT MAY AND I ARE ALONE!



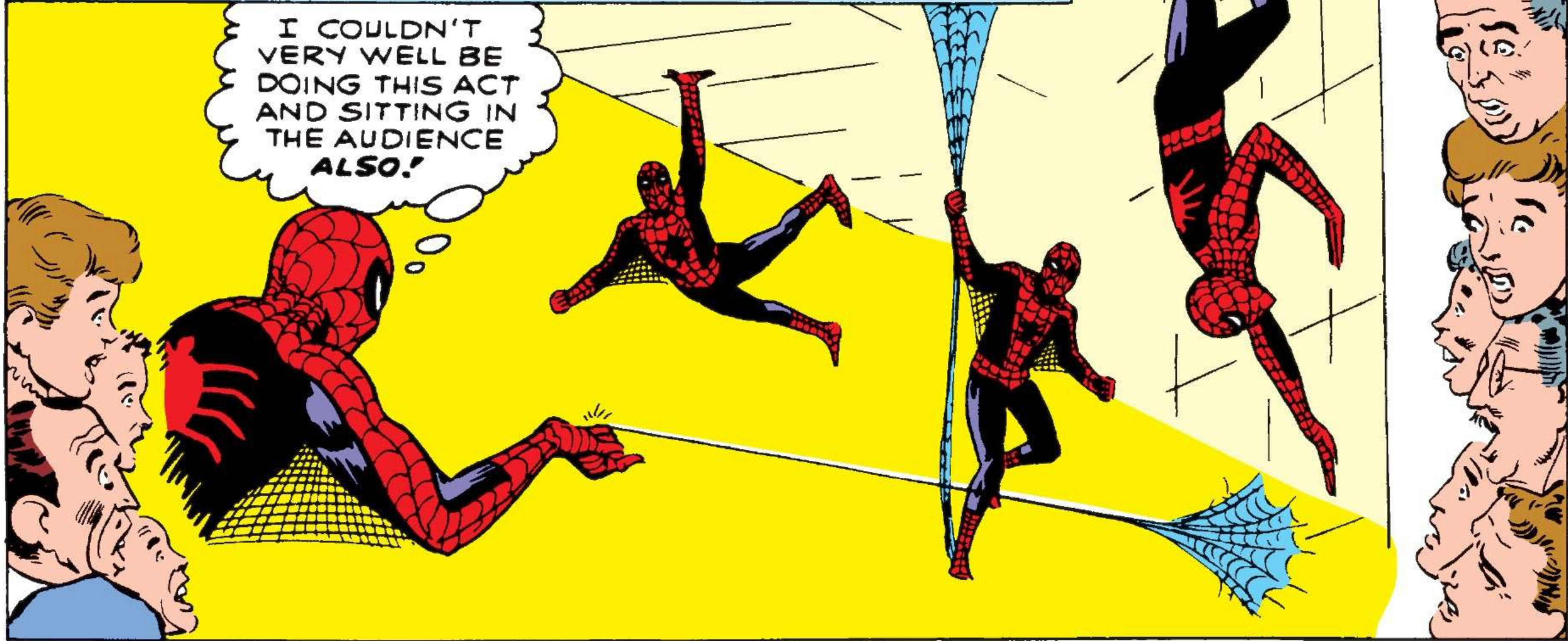
AND WHAT'S *WORSE*, WITHOUT UNCLE BEN, WE'VE NO MONEY TO PAY OUR BILLS!

PLEASE GIVE ME A LITTLE MORE TIME! I'LL PAY THE RENT *NEXT WEEK*, IF YOU'LL ONLY WAIT!





THAT NIGHT, AS THE AUDIENCE IS AMAZED BY SPIDERMAN'S PROWESS, NONE SUSPECT THE **REAL** REASON THAT PETER PARKER COULDN'T BE IN THE AUDIENCE ...



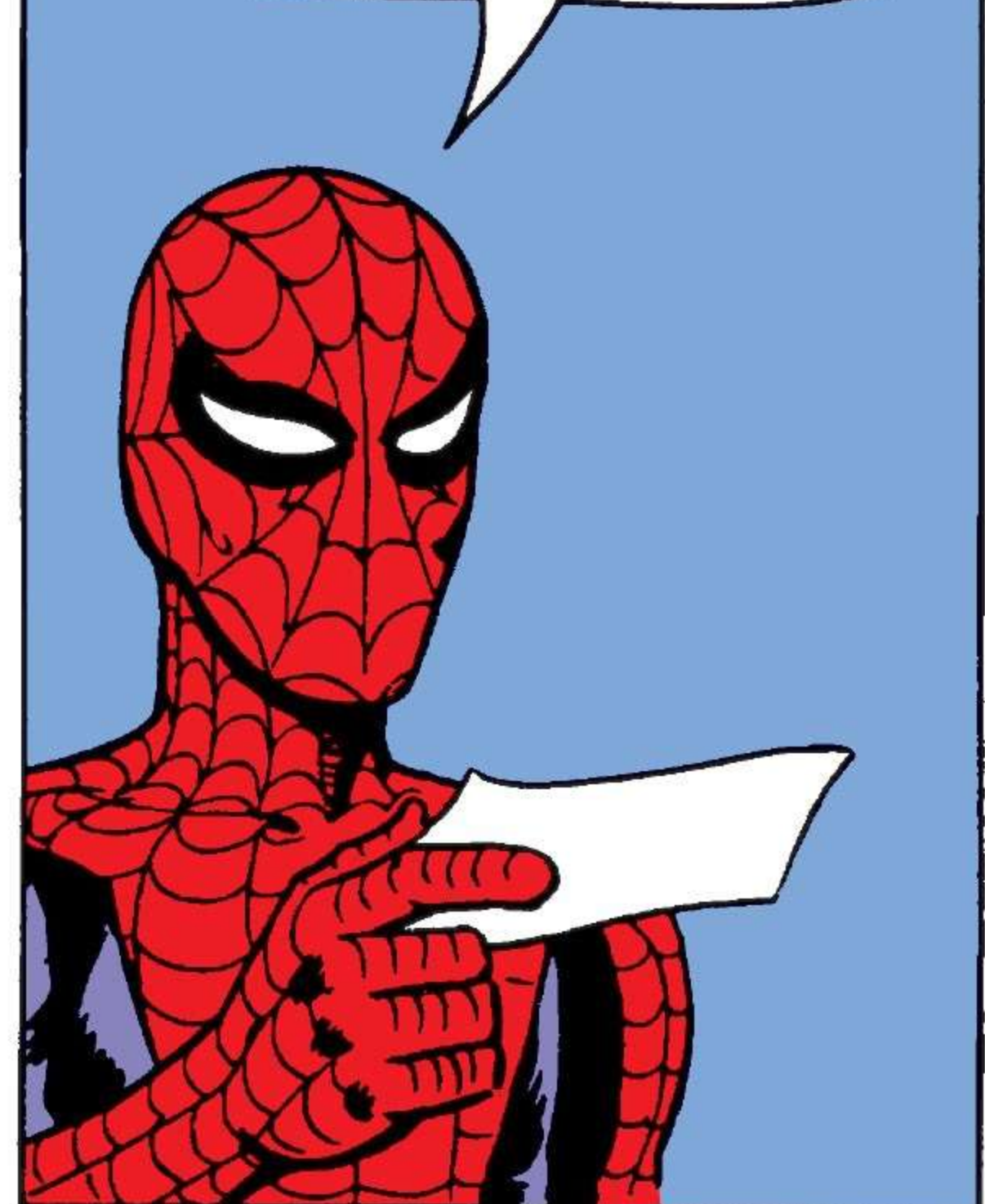
FINALLY, AFTER THE SHOW...



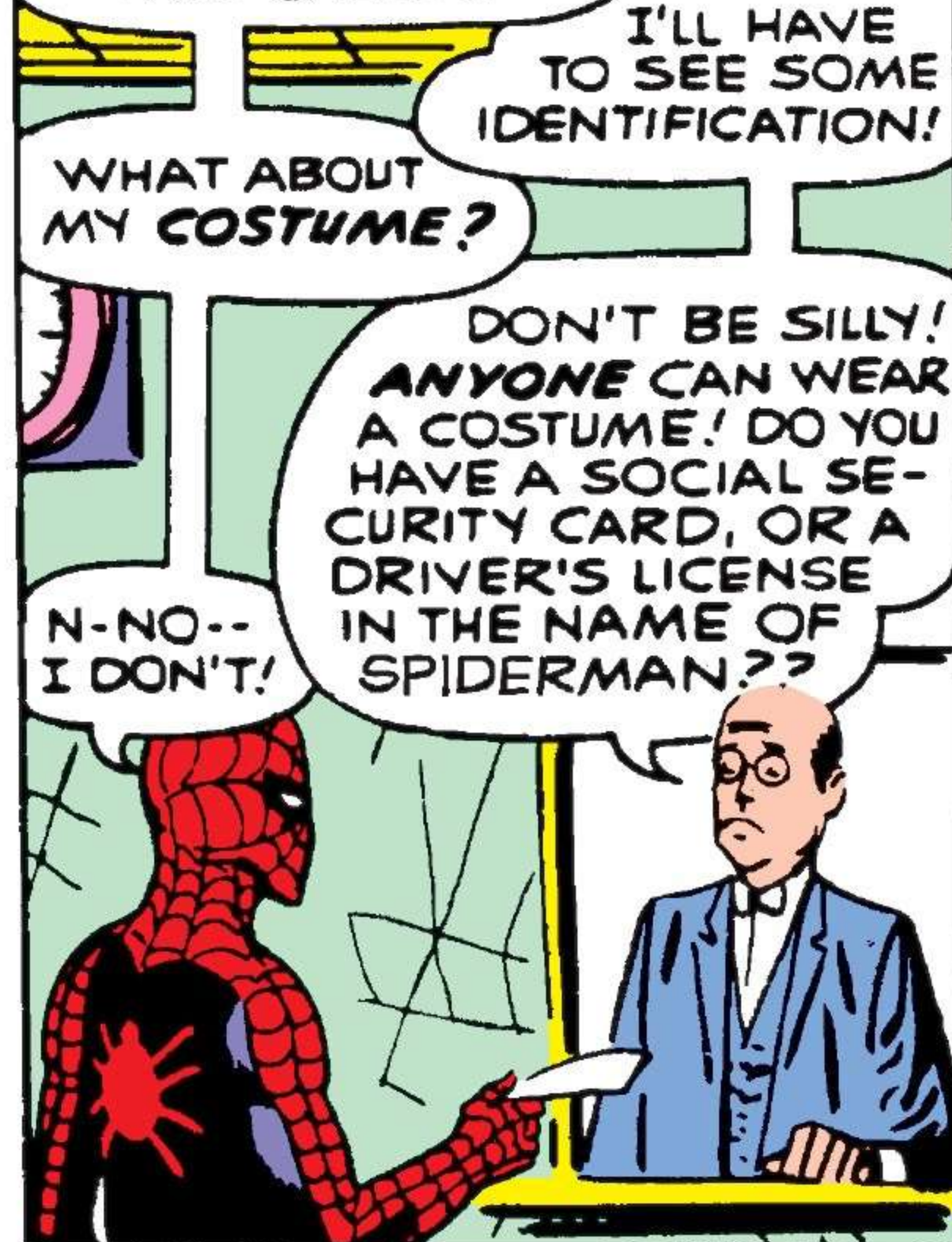
JUST MAKE OUT THE CHECK TO **SPIDER-MAN!**



A TOUGH TIME CASHING IT, EH? WELL, WE'LL JUST **SEE** ABOUT THAT!



I'D LIKE TO CASH THIS CHECK!

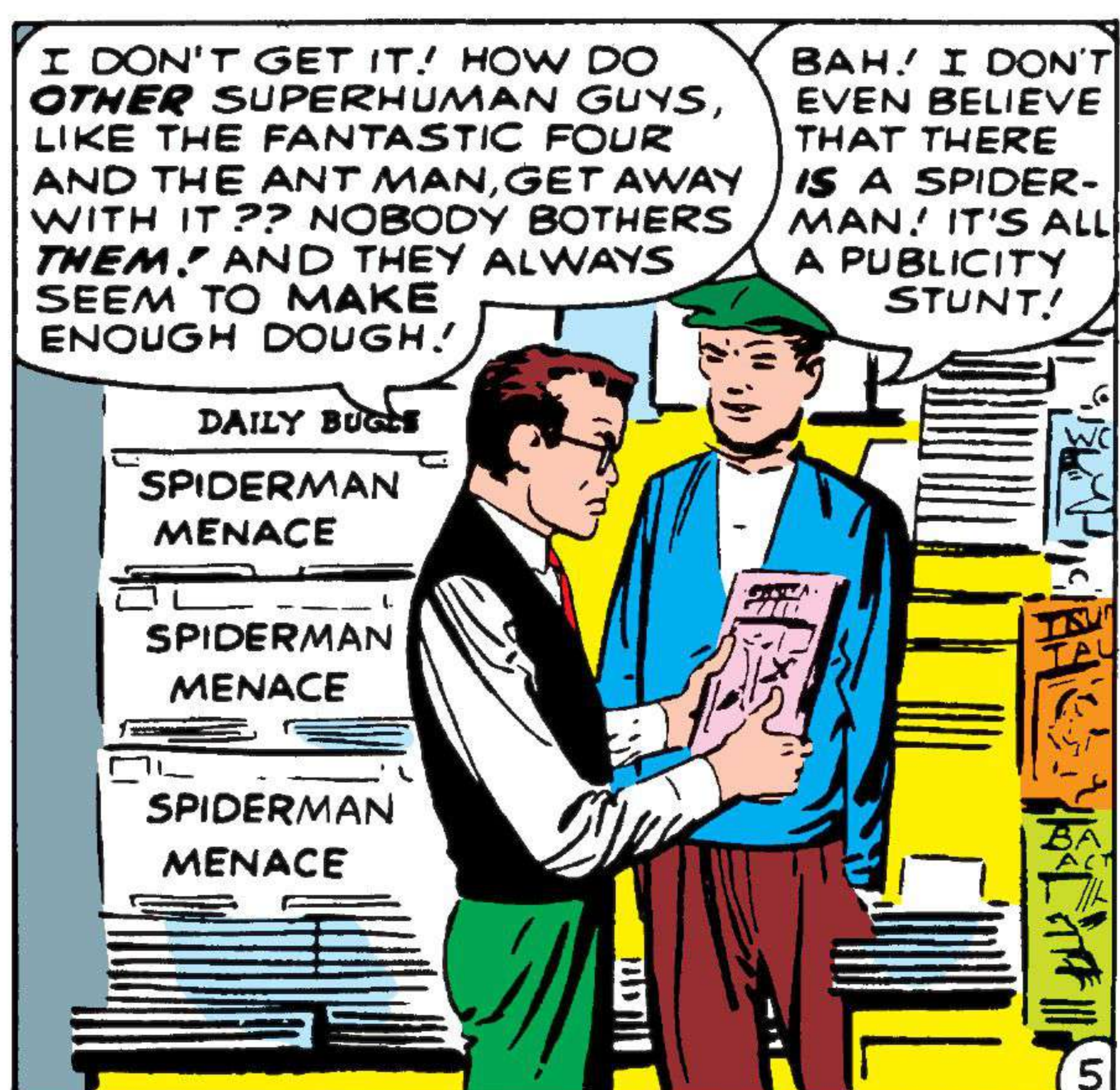
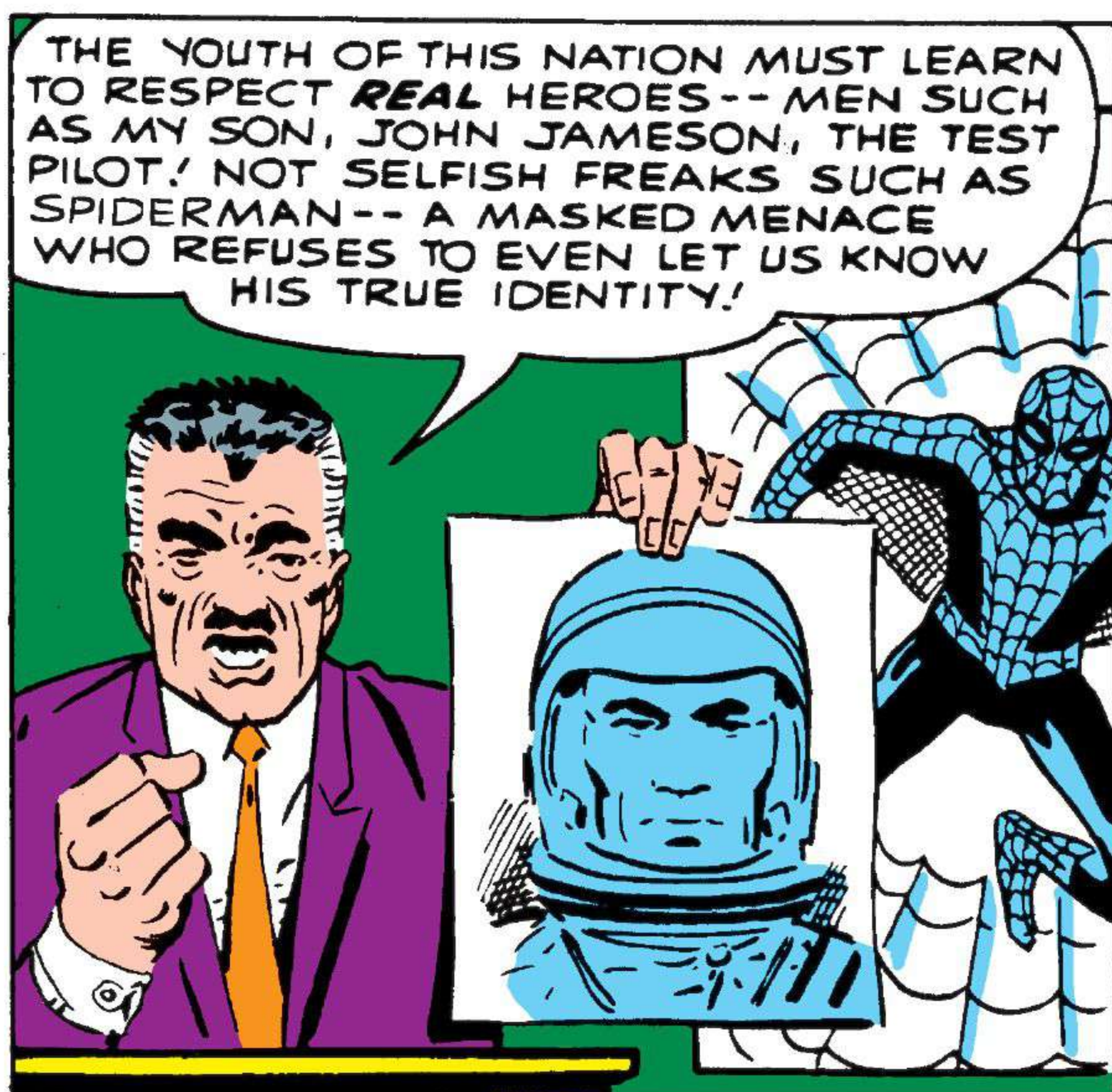
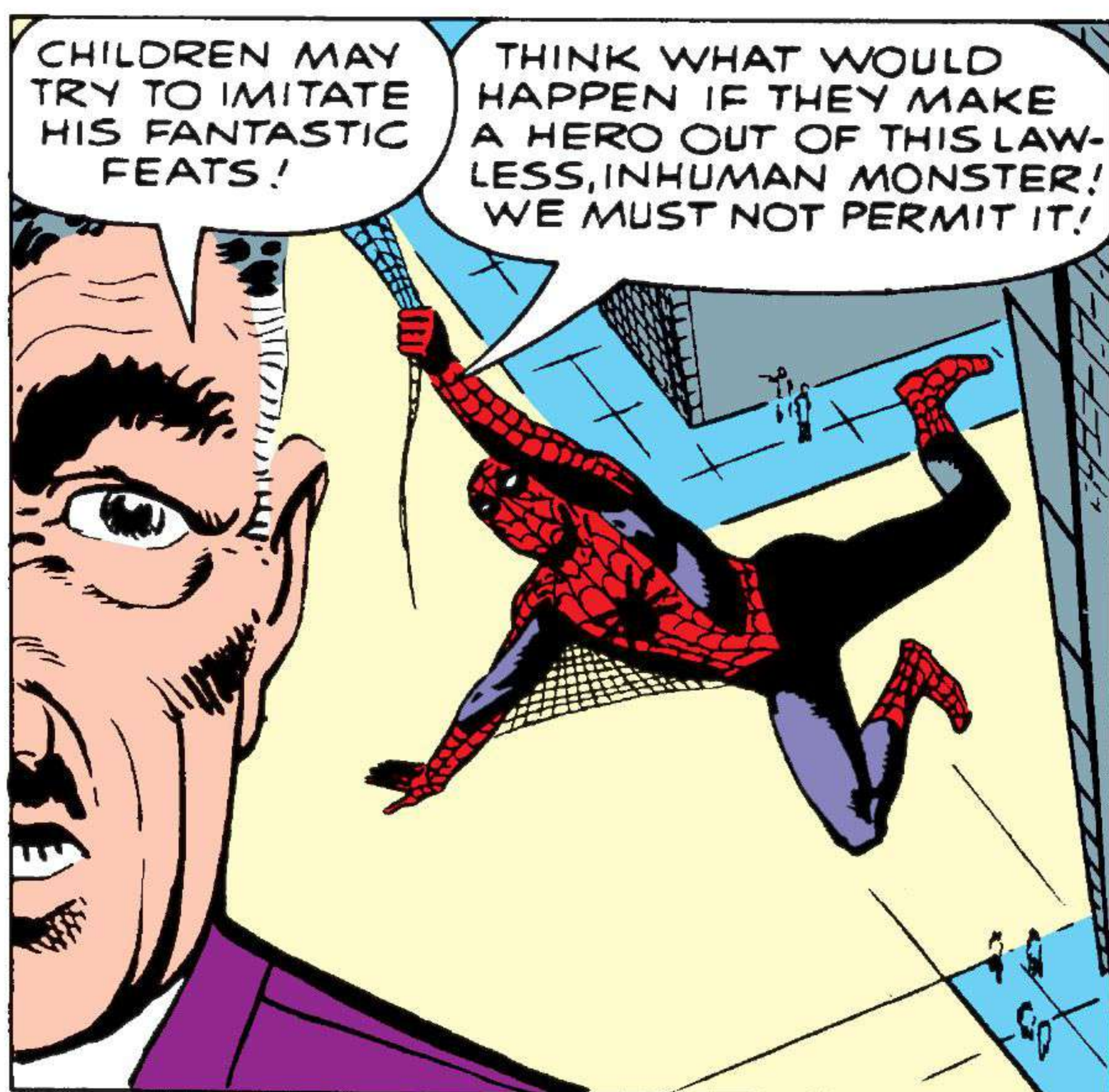
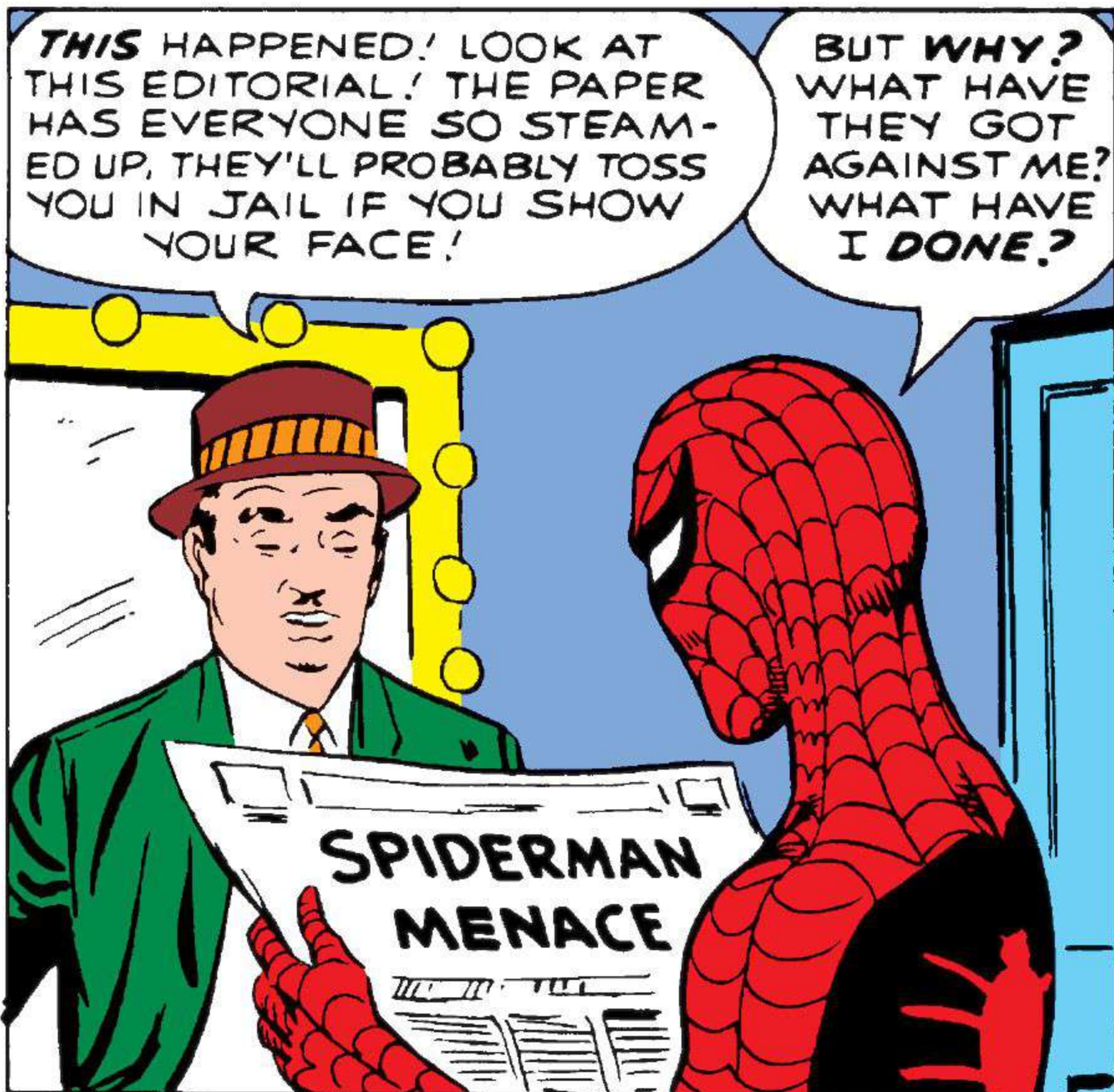


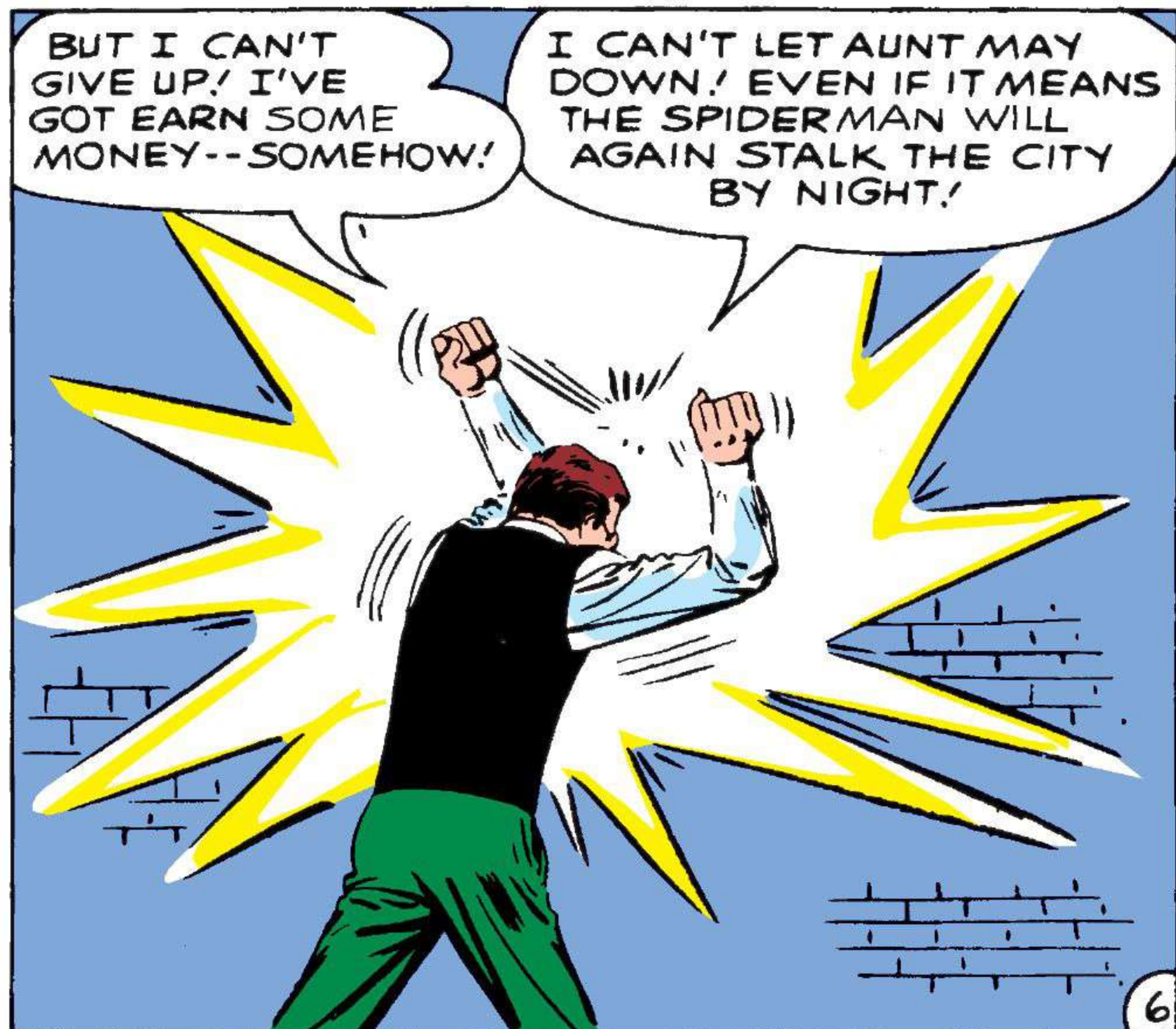
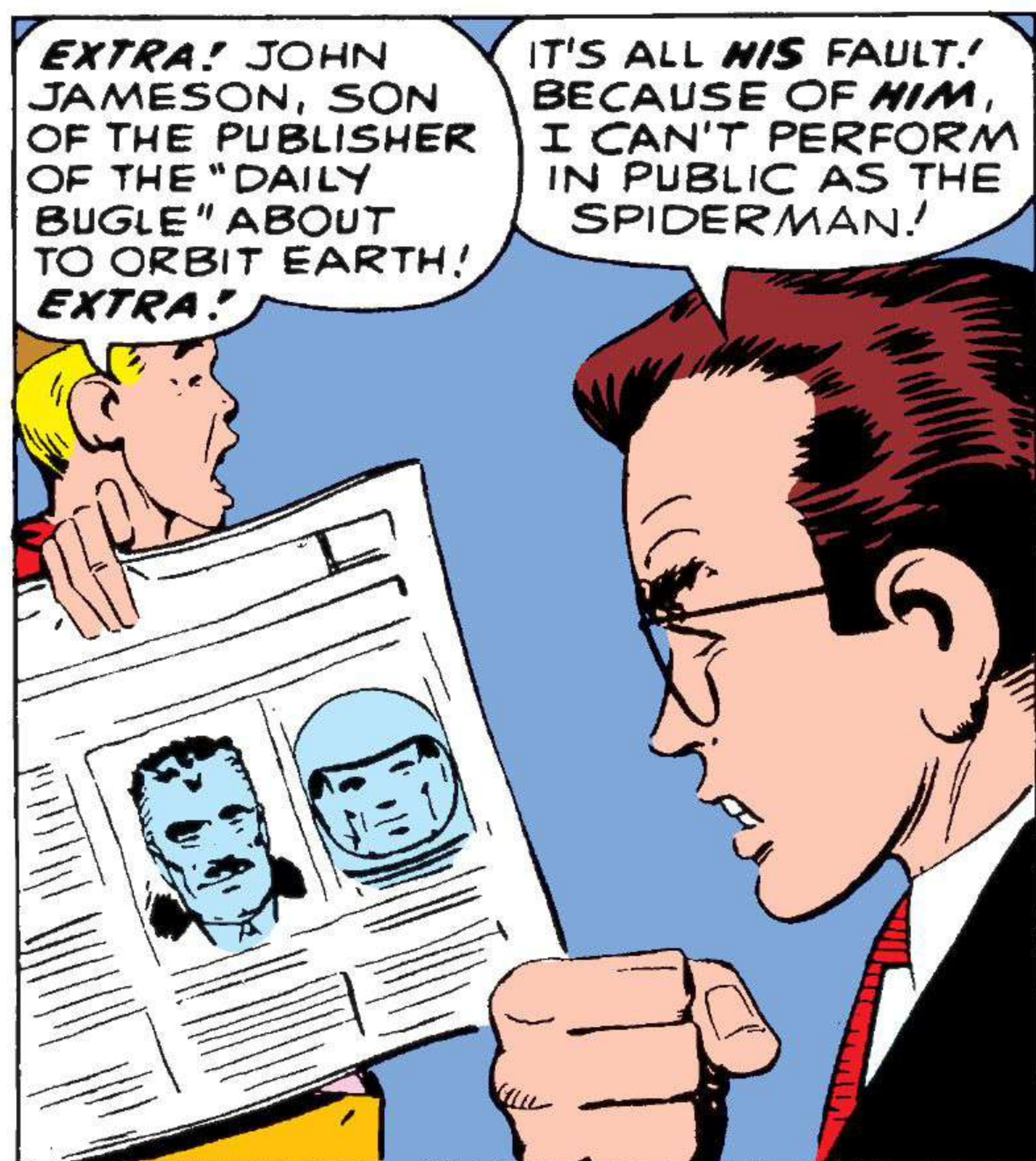
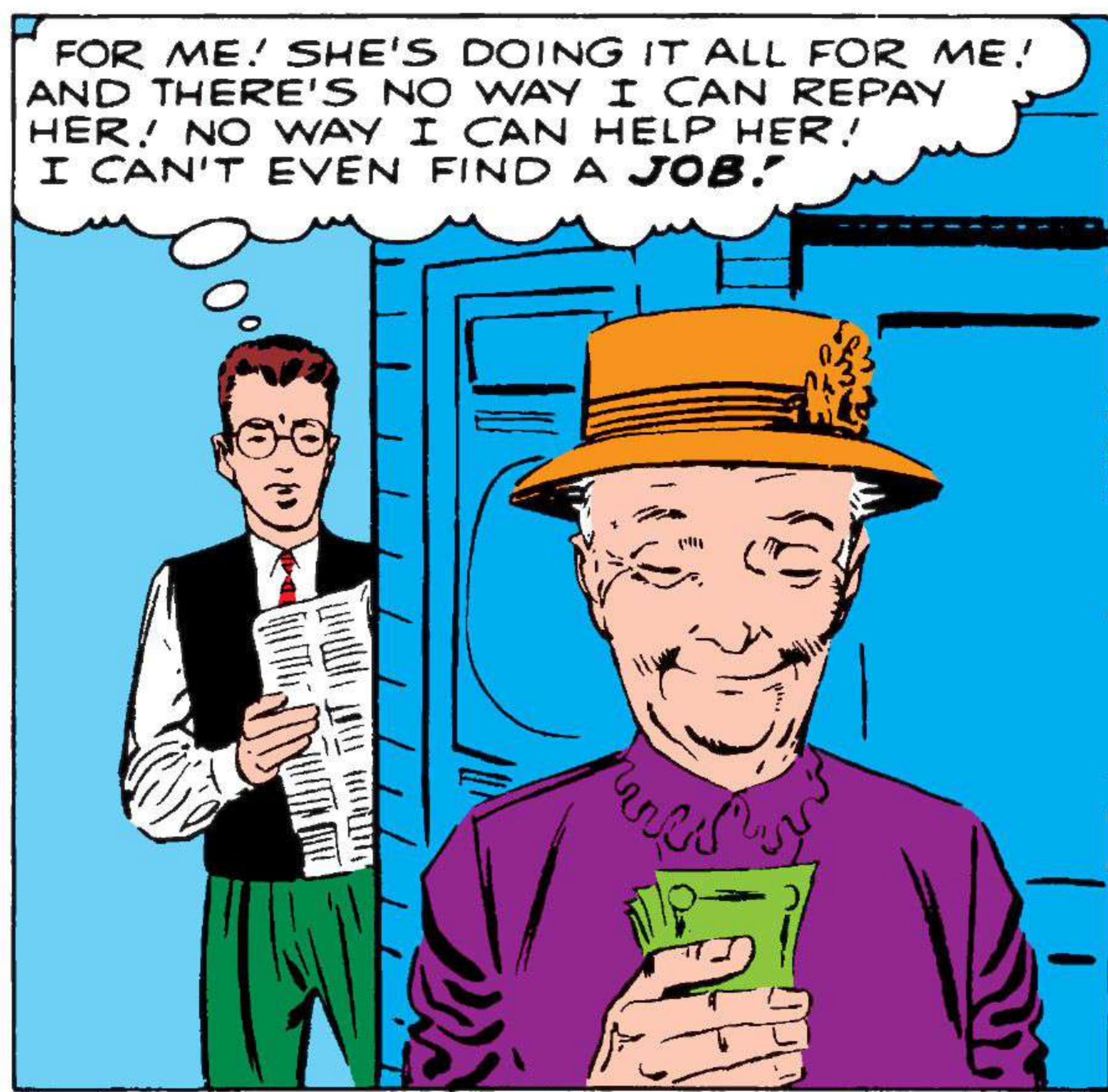
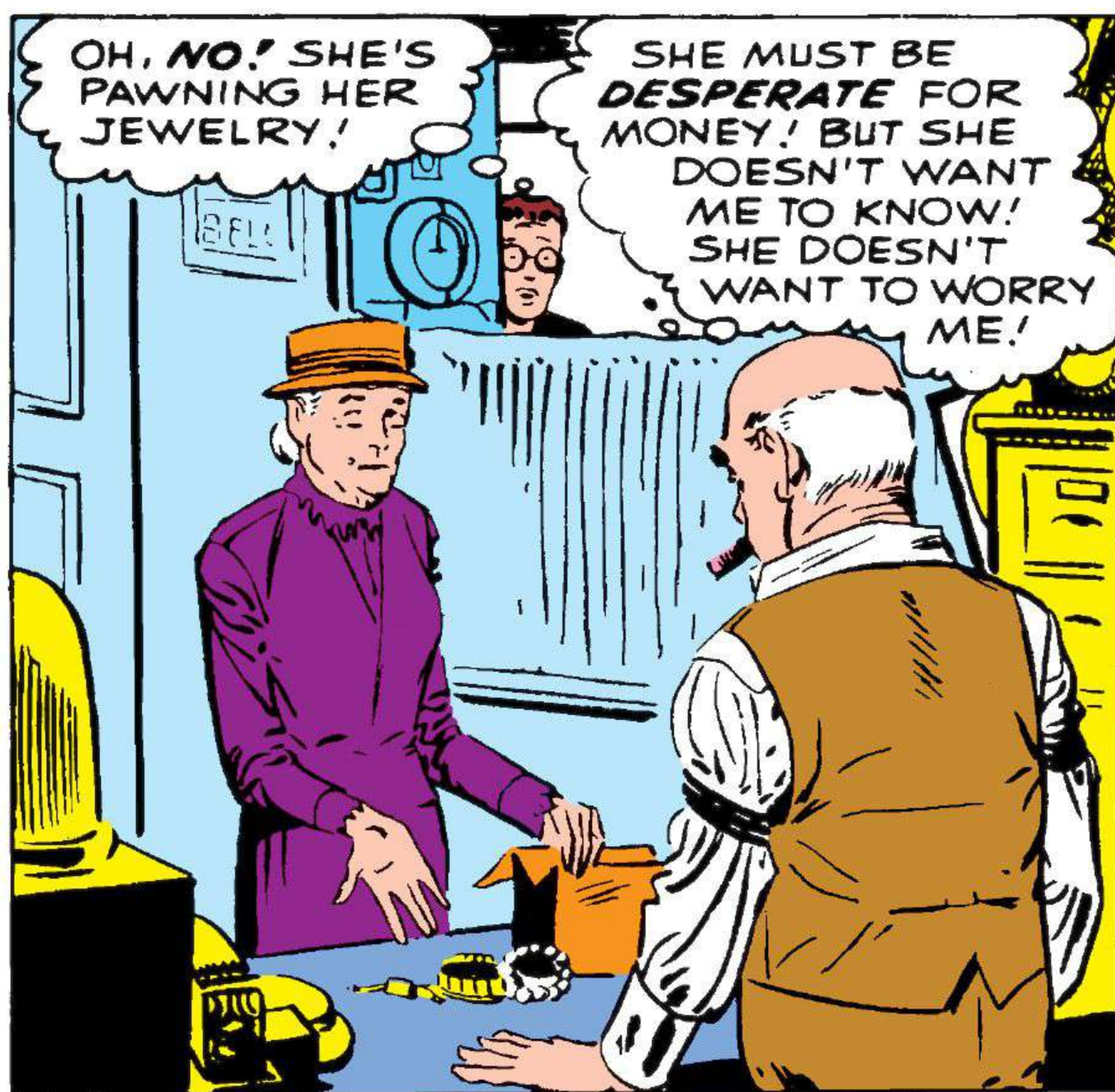
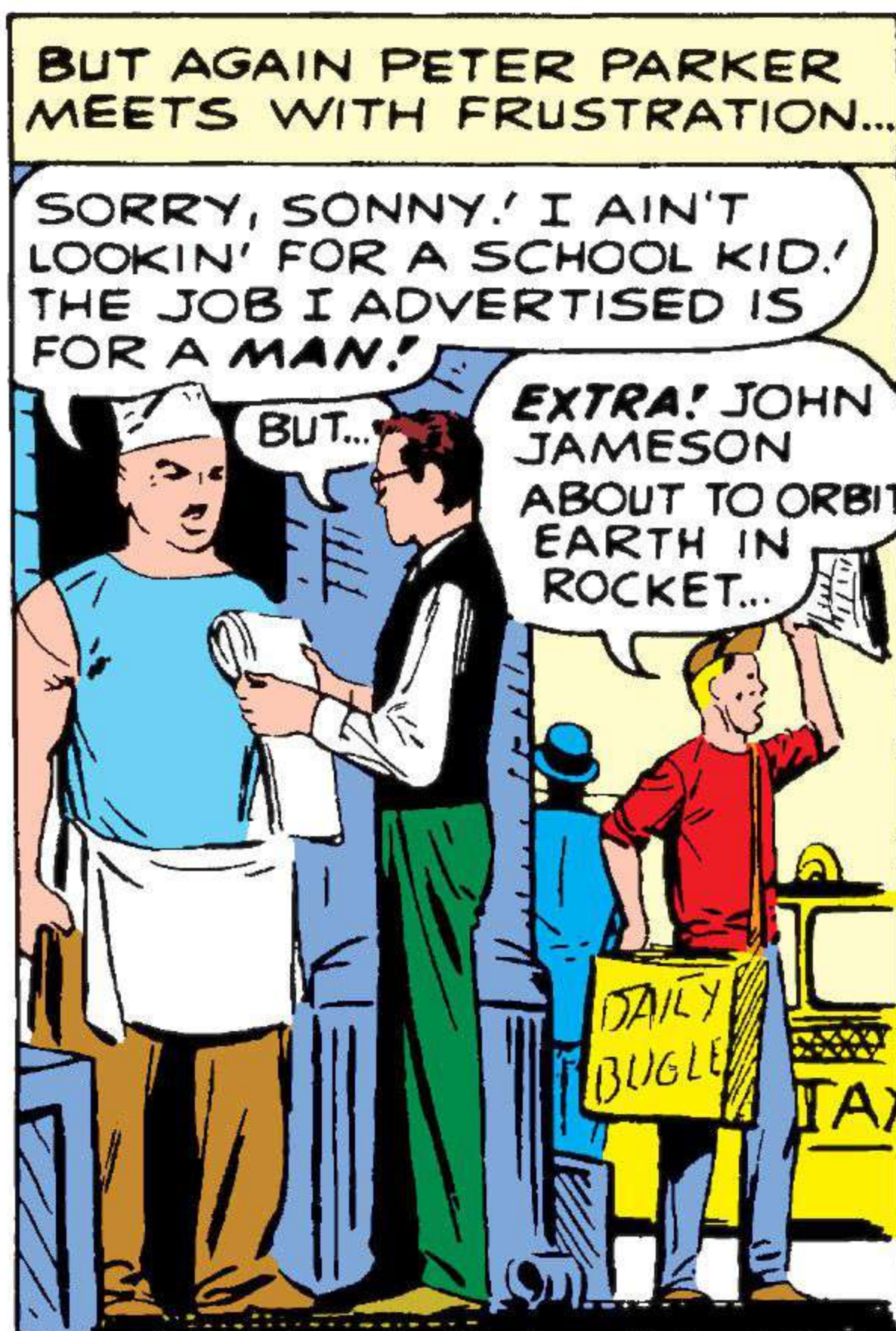
BUT, AS SPIDER-MAN FINDS THAT HE CANNOT CASH HIS DESPERATELY-NEEDED CHECK, JUST ACROSS TOWN, A MAN AT A TYPEWRITER IS MAKING STILL **MORE** TROUBLE FOR HIM!



AND, THE NEXT NIGHT...







SPIDER-MAN

NEXT DAY, HAVING NOTHING BETTER TO DO, PETER PARKER FINDS HIMSELF AMONG THE SPECTATORS ANXIOUSLY AWAITING THE ORBIT FLIGHT OF JOHN JAMESON!

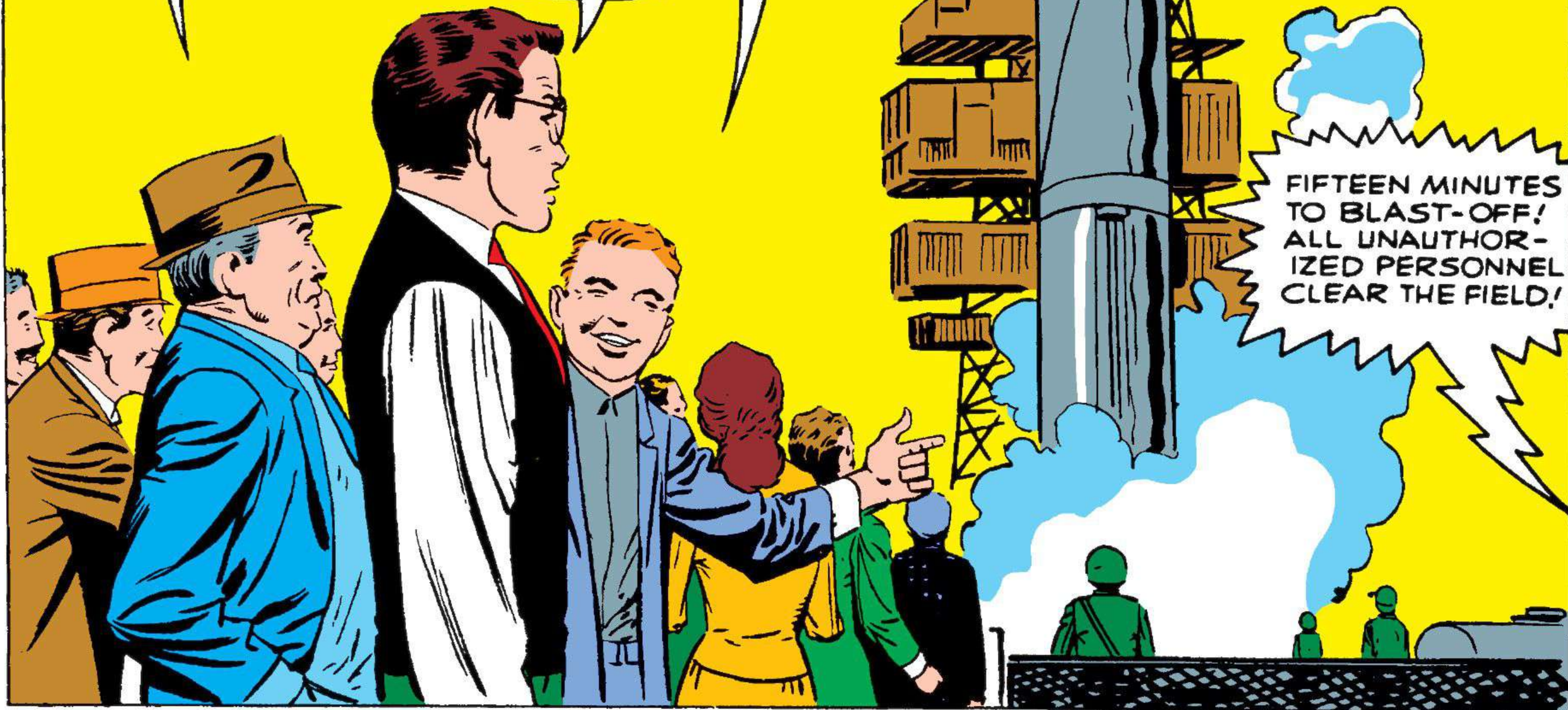
**PART
2**

IT SURE MUST TAKE A LOT OF COURAGE TO GO UP IN ONE OF **THOSE** BABIES!

I'LL BET EVEN **SPIDER-MAN** WOULD THINK TWICE BEFORE VOLUNTEERING FOR **THIS** RIDE, HUH?

I SUPPOSE SO...

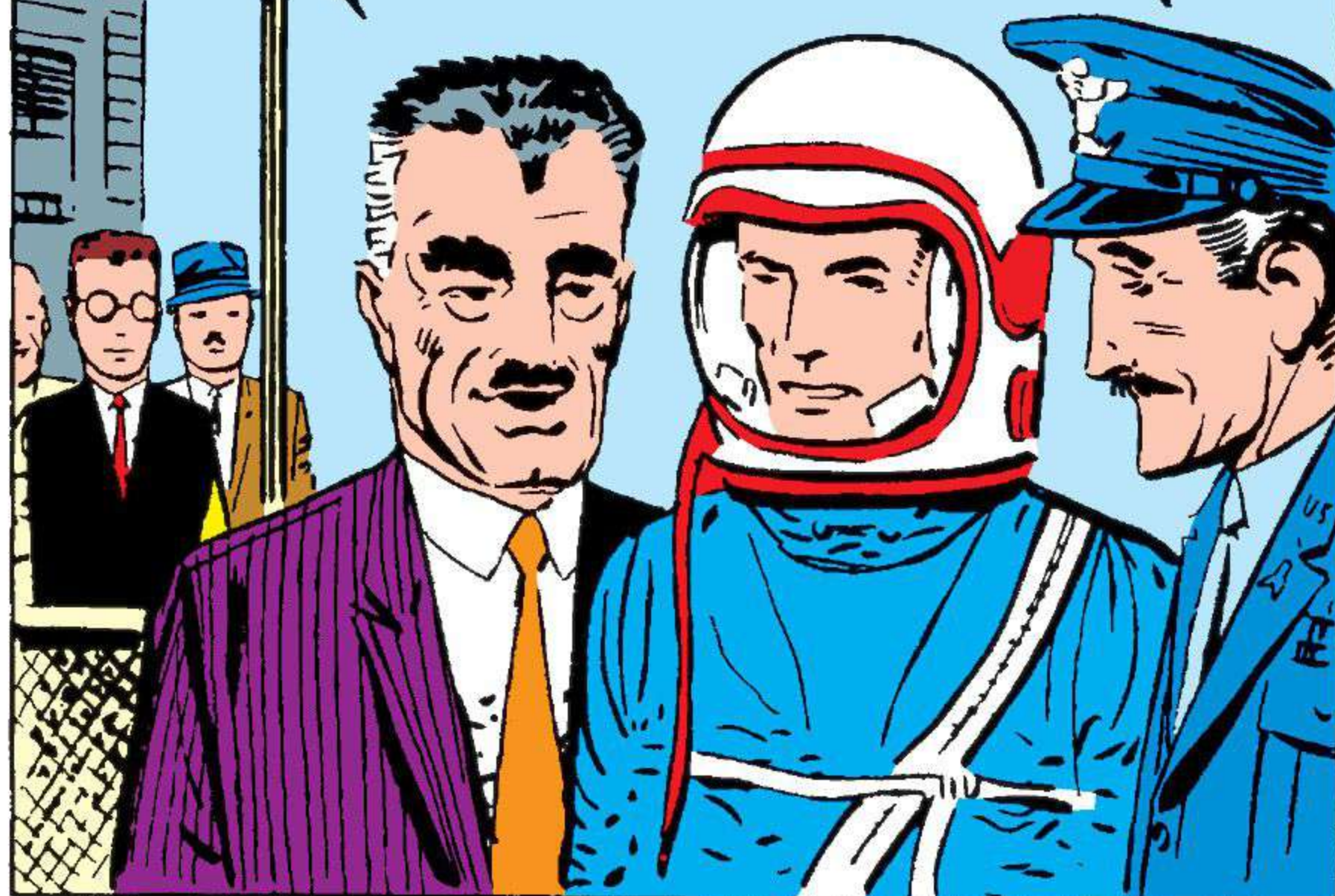
FIFTEEN MINUTES TO BLAST-OFF! ALL UNAUTHORIZED PERSONNEL CLEAR THE FIELD!



THIS IS IT, JOHN! MAKE YOUR COUNTRY PROUD OF YOU, SON-- AS PROUD AS I, YOUR FATHER, AM TODAY!

I'LL DO MY BEST, DAD-- I PROMISE!

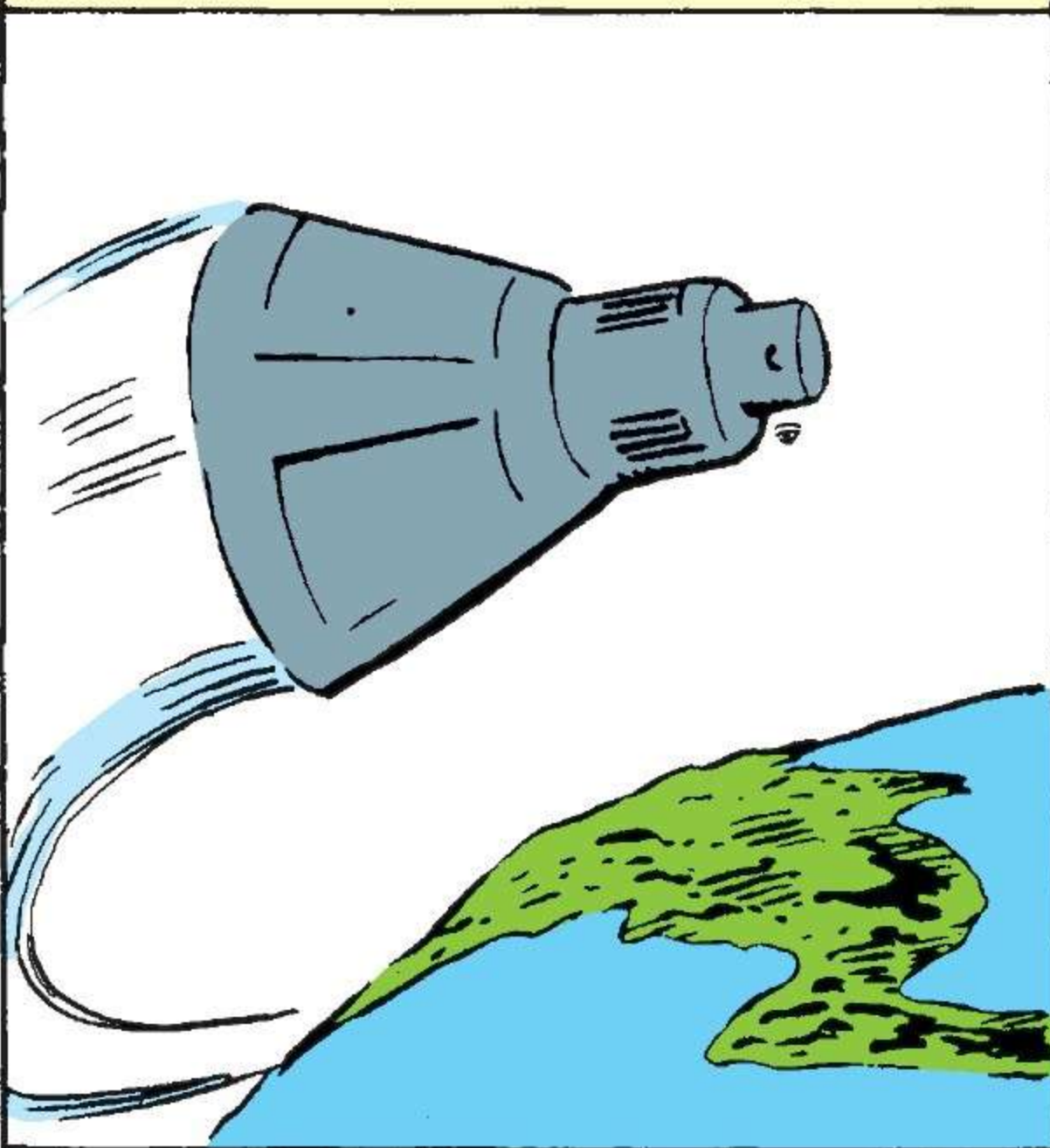
GOOD LUCK TO YOU, BOY!



MINUTES LATER, THE CAPSULE, WITH JOHN JAMESON INSIDE, IS SET IN ORBIT BY A PERFECT LAUNCH...



BUT THEN, DISASTER STRIKES! A SMALL SECTION OF THE FORWARD GUIDANCE PACKAGE BREAKS LOOSE FROM THE CAPSULE, AND FALLS INTO SPACE...

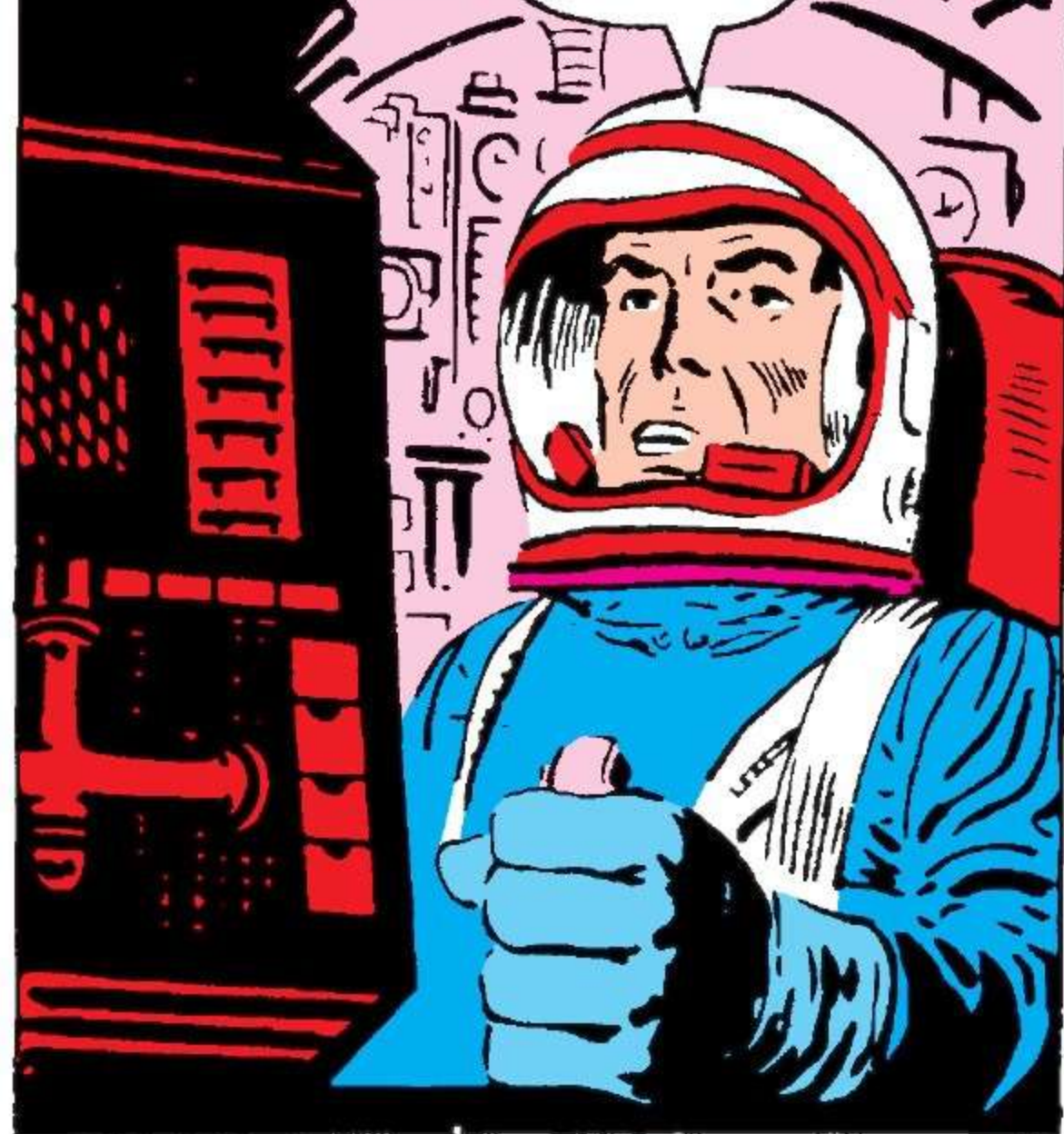


WITHOUT THIS ESSENTIAL GUIDANCE UNIT, THE CAPSULE GOES INTO AN ERRATIC ORBIT, COMPLETELY OUT OF CONTROL!



SOMETHING'S WRONG! I CAN'T CONTROL HER!

THIS FLASHING RED LIGHT! IT CAN MEAN ONLY ONE THING! I'VE LOST THE HEART OF THE GUIDANCE DEVICE! THERE IS NO WAY TO DIRECT THE CAPSULE NOW!



MEANWHILE, MILES AWAY...

WHAT *IS* IT? WHAT WENT WRONG?

CAPSULE IS OUT OF CONTROL, SIR! COMPONENT 24-3B HAS BROKEN LOOSE! CONDITION **RED!**



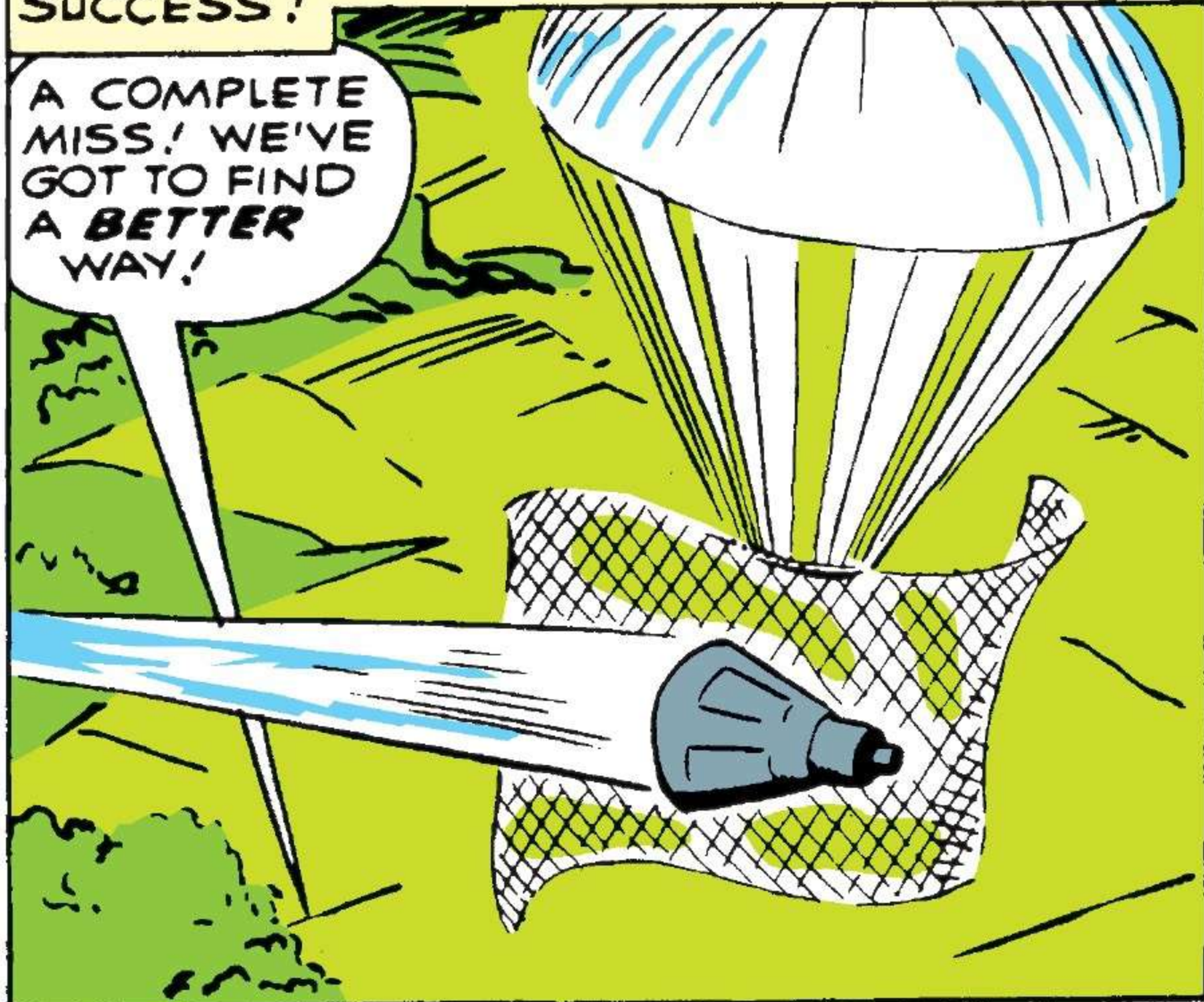
WHAT'S THAT?? WITHOUT THE MISSING PART HE WILL CONTINUE TO GO INTO LOWER AND LOWER ORBIT UNTIL HE CRASHES TO EARTH!

GENTLEMEN, WE HAVEN'T MUCH TIME! WE MUST FIND **SOME** WAY TO SAVE JOHN JAMESON'S LIFE, EVEN THOUGH THE CAPSULE IS DOOMED!



ACTING WITH DESPERATE SPEED, THE SPACE TECHNICIANS ATTEMPT TO DROP A STEEL NET TO CATCH THE CAPSULE, BUT WITH NO SUCCESS!

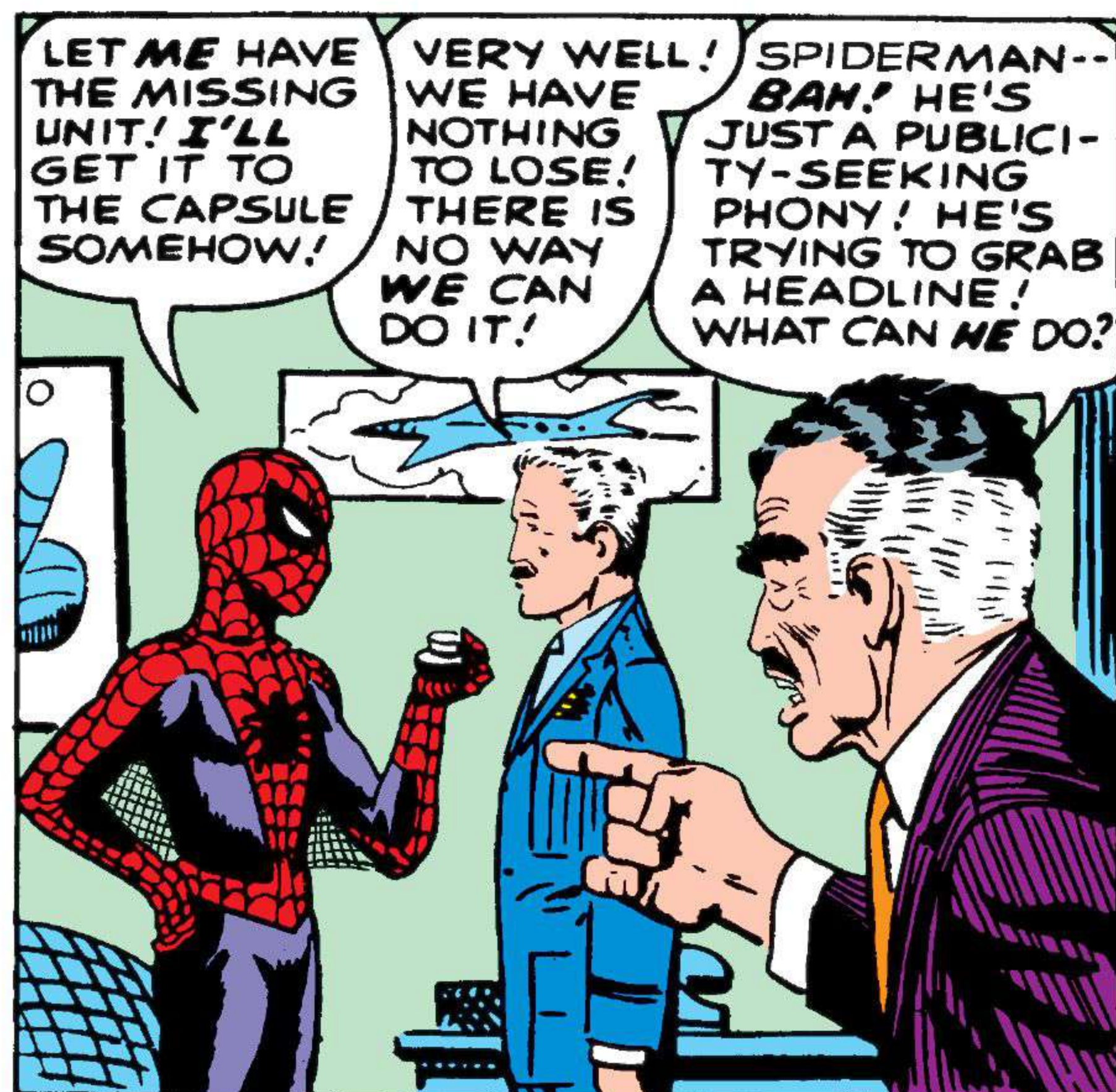
A COMPLETE MISS! WE'VE GOT TO FIND A **BETTER** WAY!

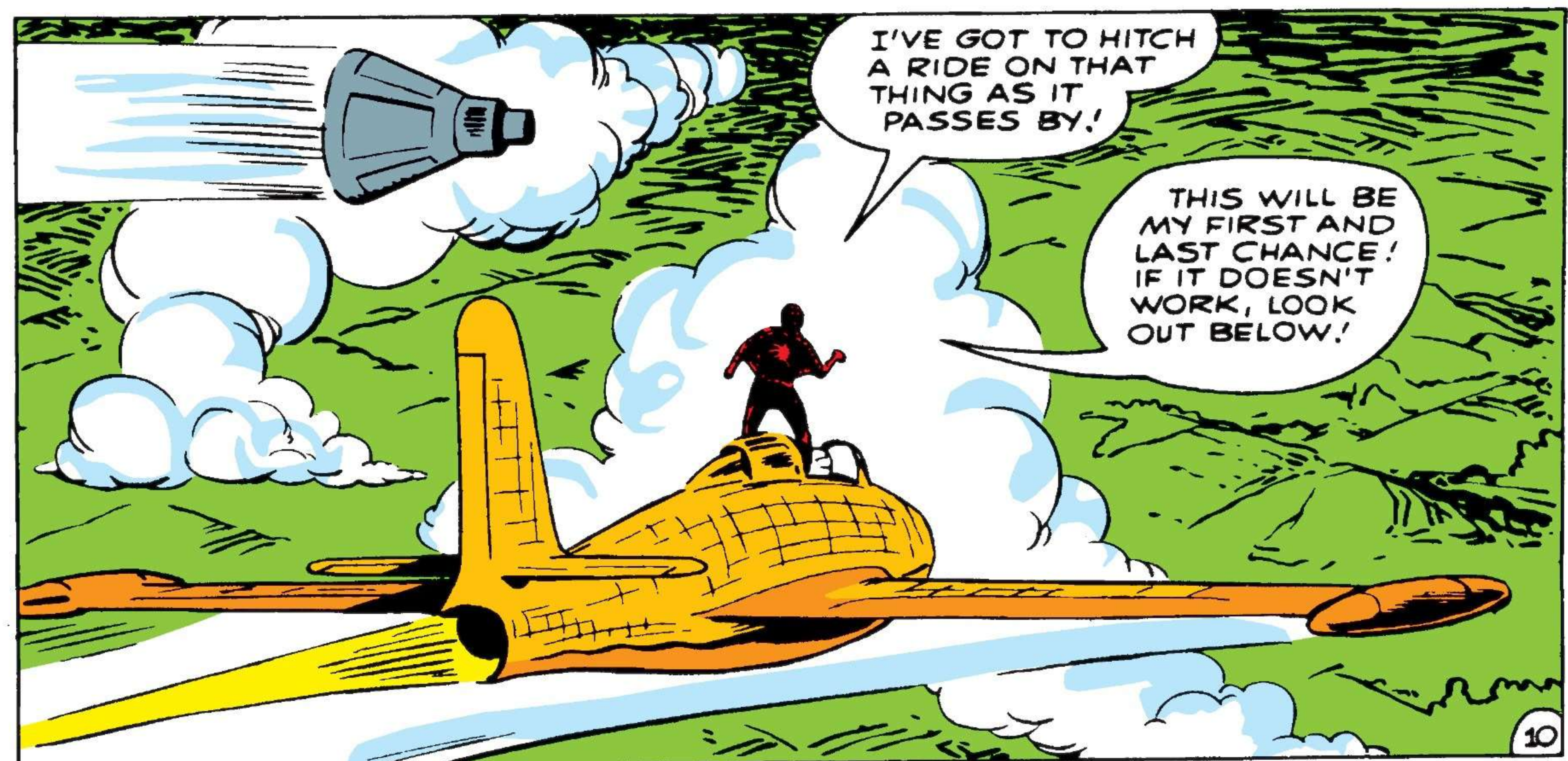
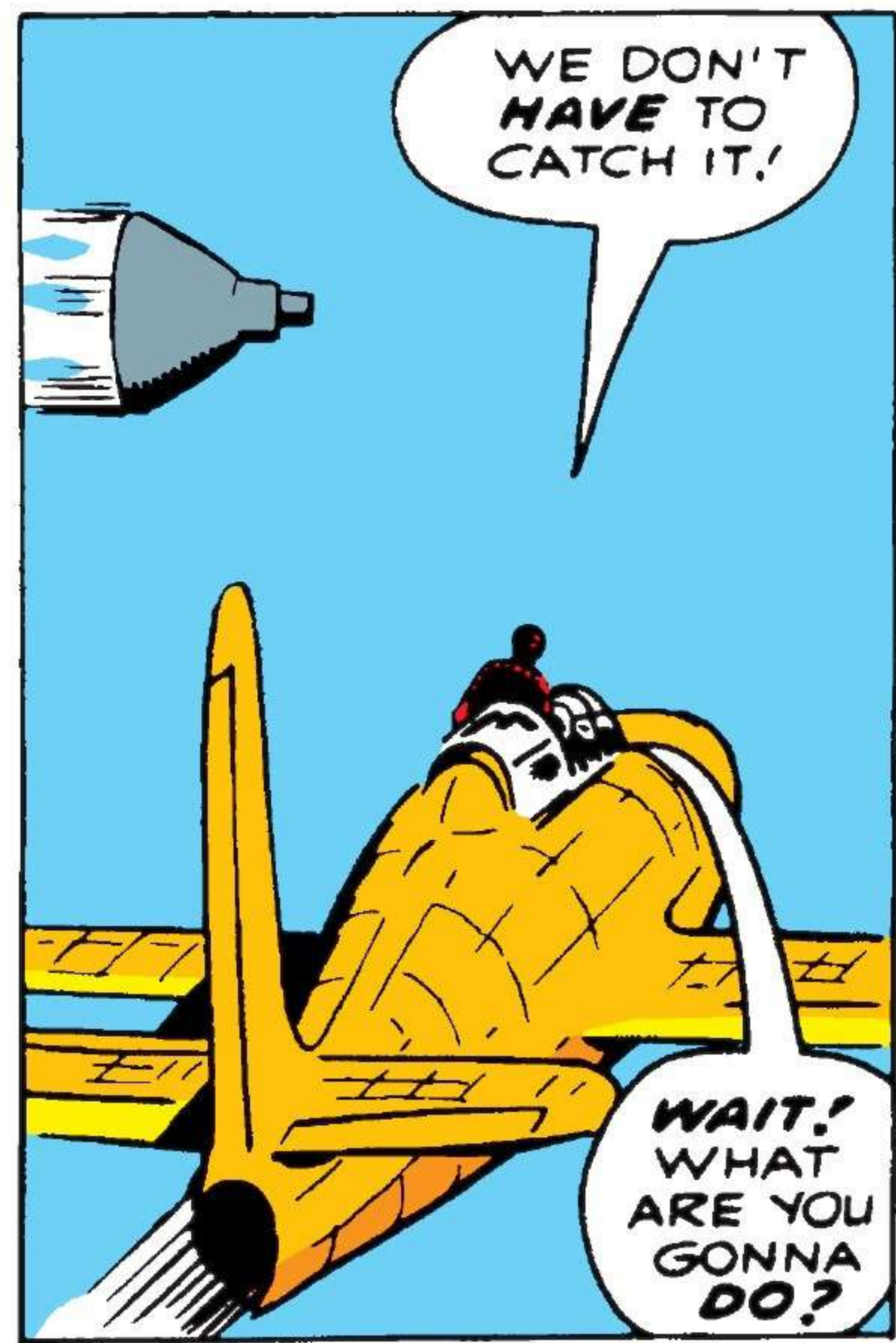
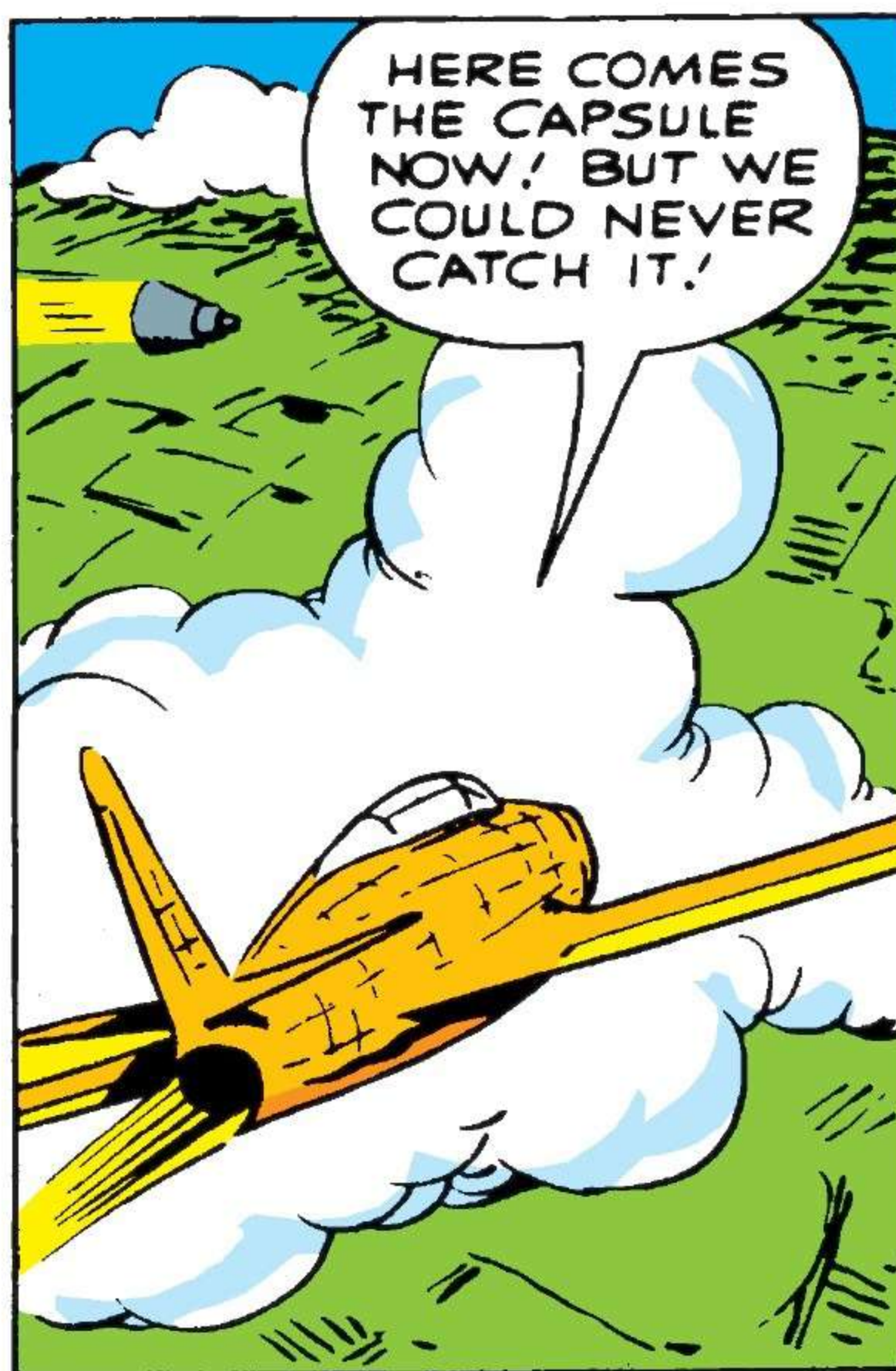
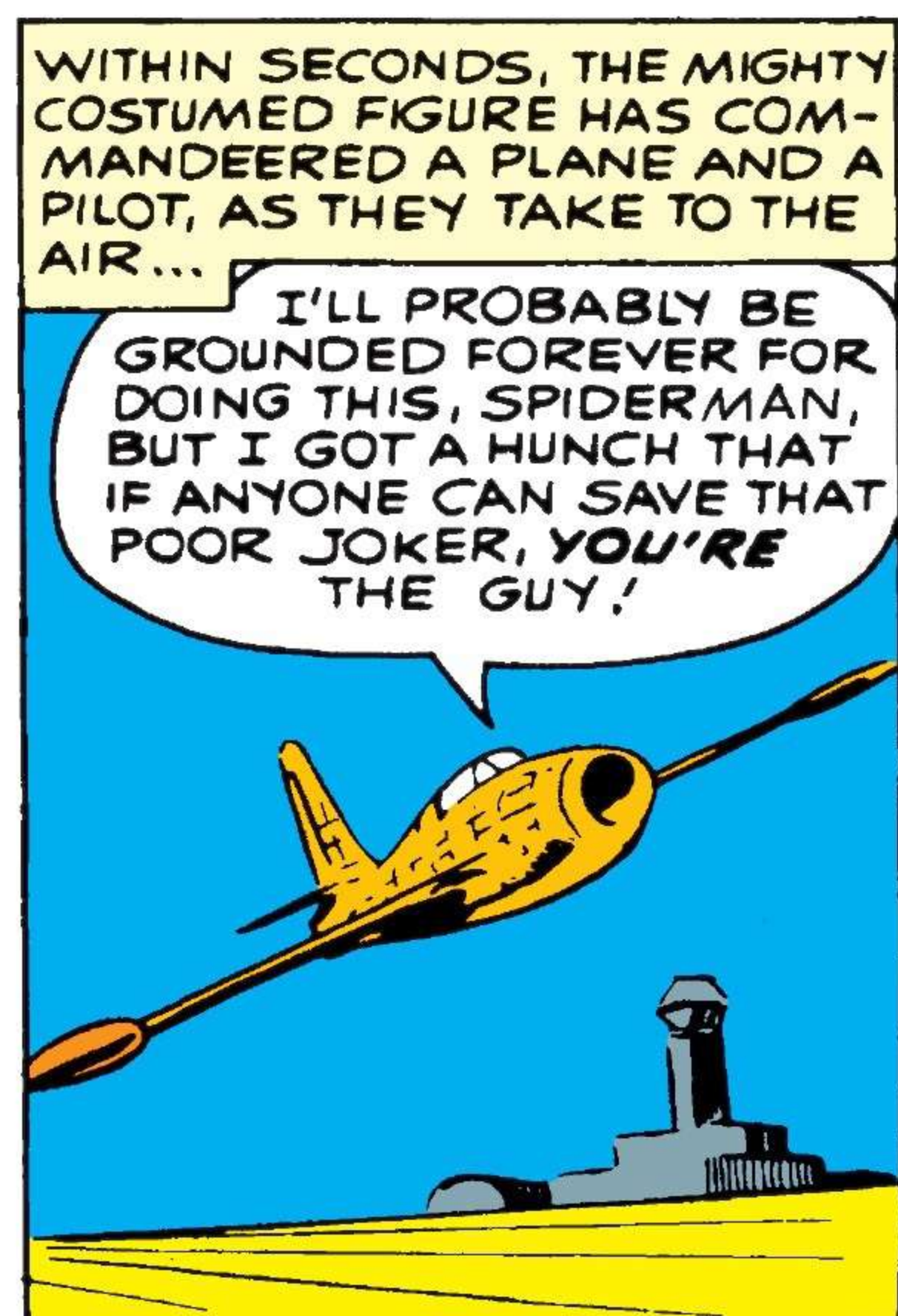
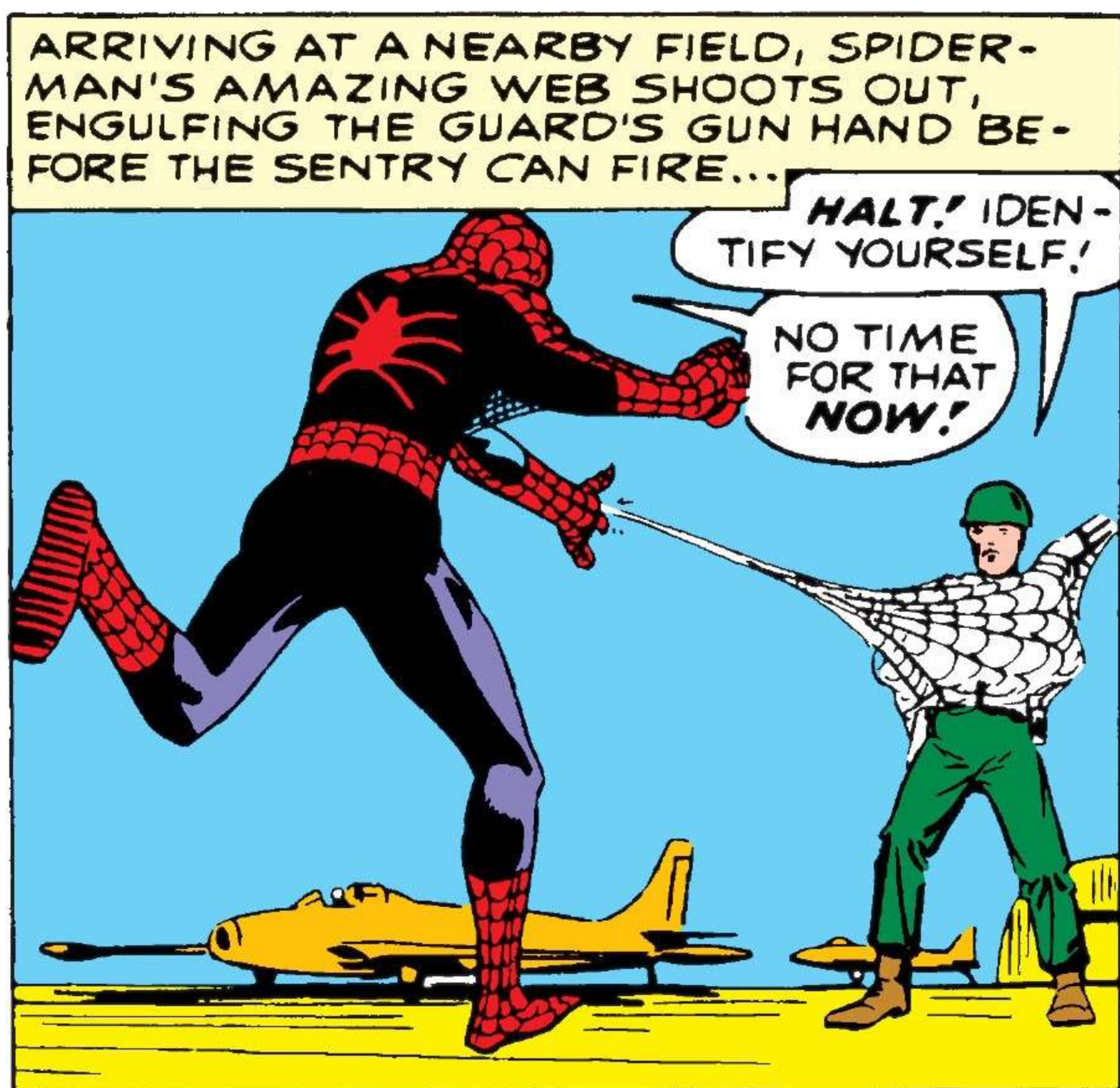
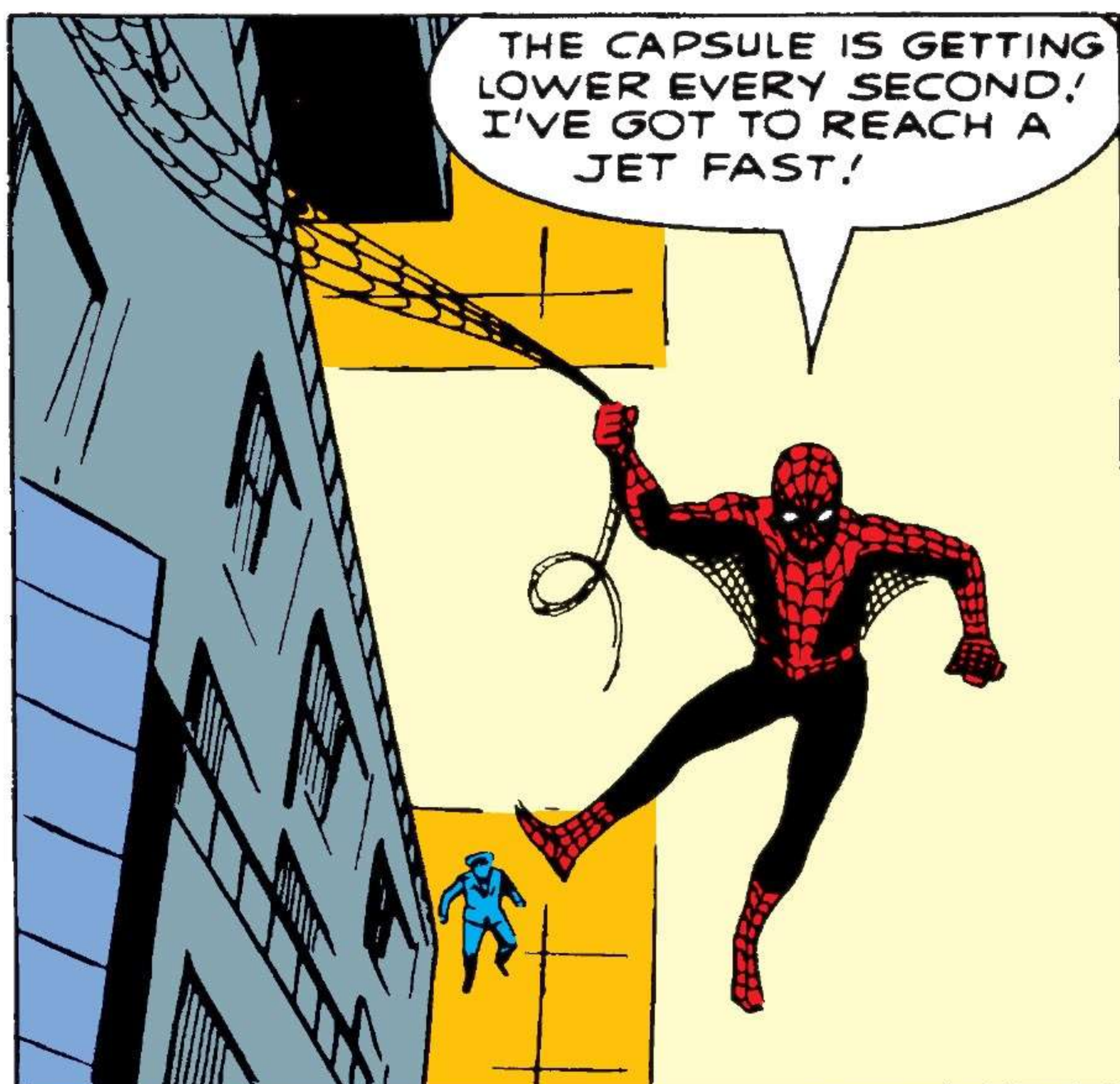


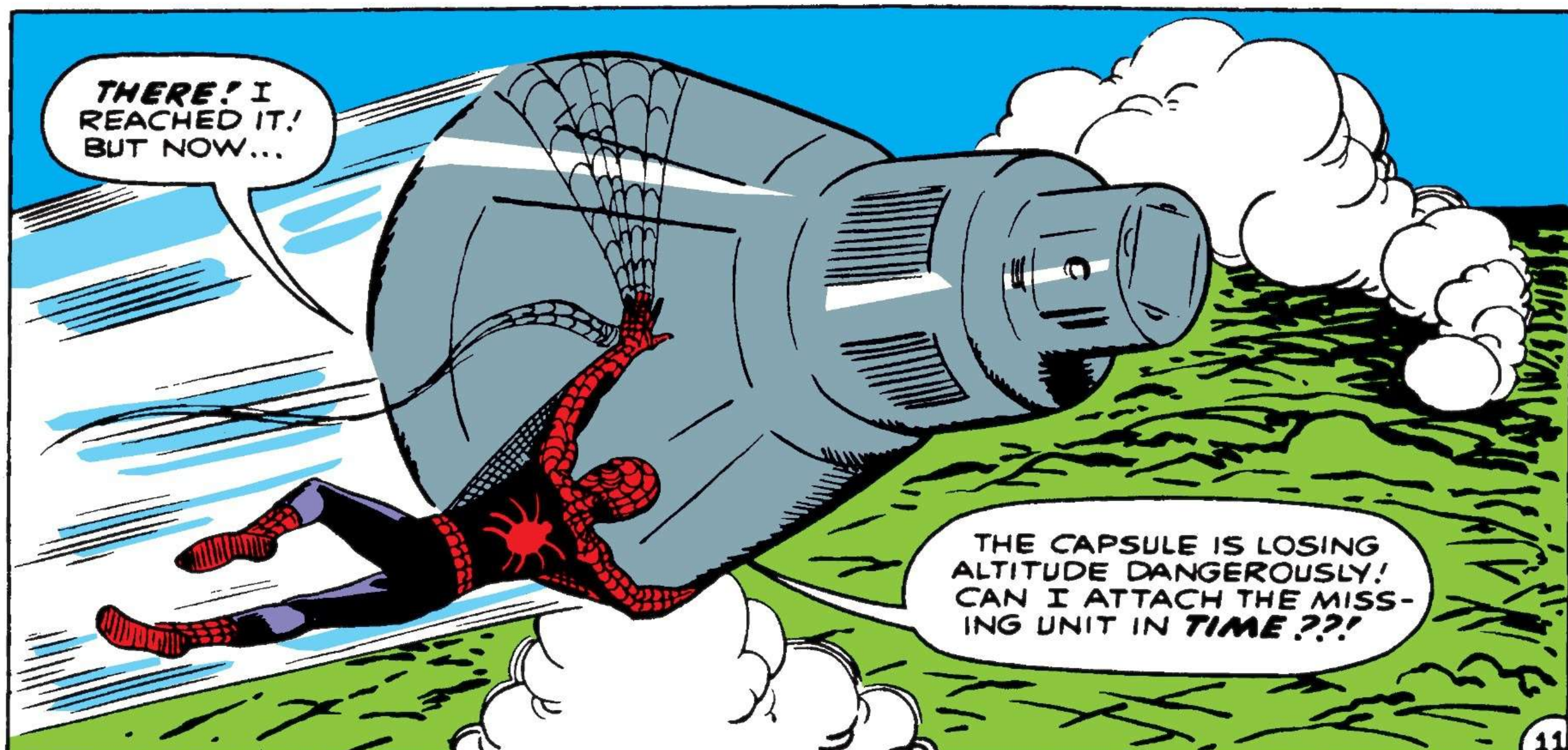
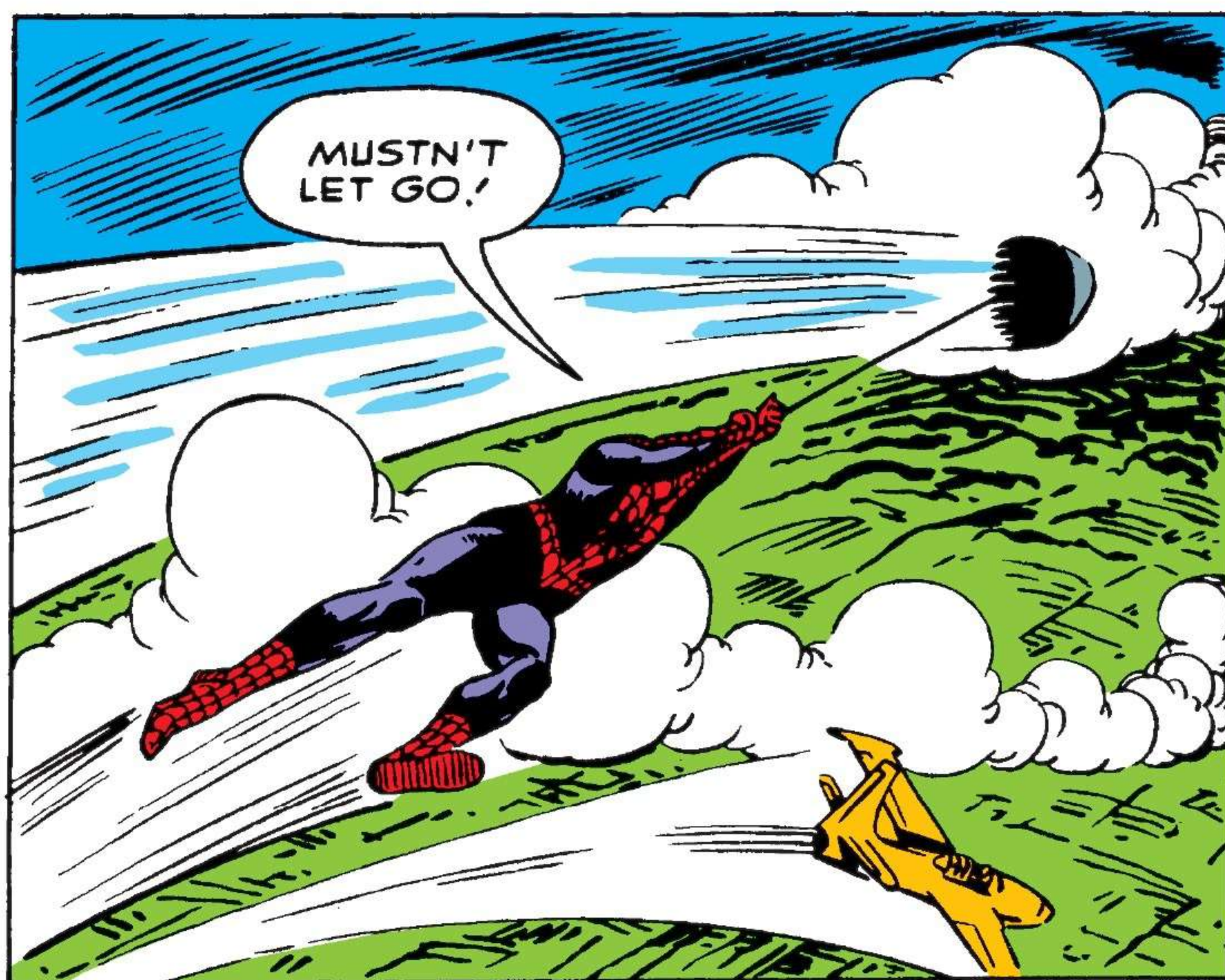
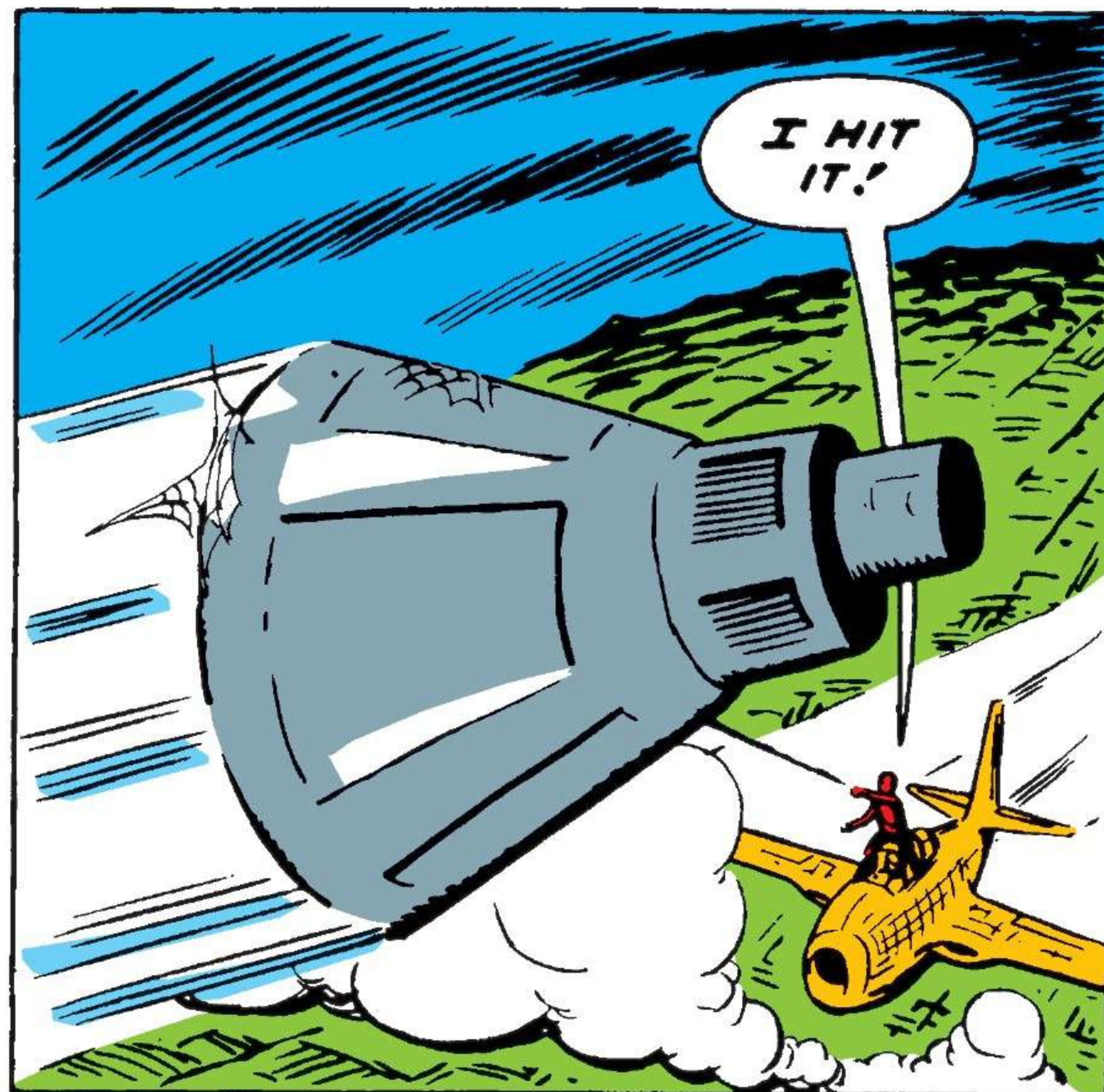
WHILE, UNSUSPECTED BY ALL, A BETTER WAY **DOES** EXIST! IN THE FORM OF PETER PARKER, WHO HAS OBSERVED THE ENTIRE DRAMATIC EVENT...

THERE'S ONLY **ONE** PERSON WHO CAN SAVE JOHN JAMESON...









SPIDER-MAN

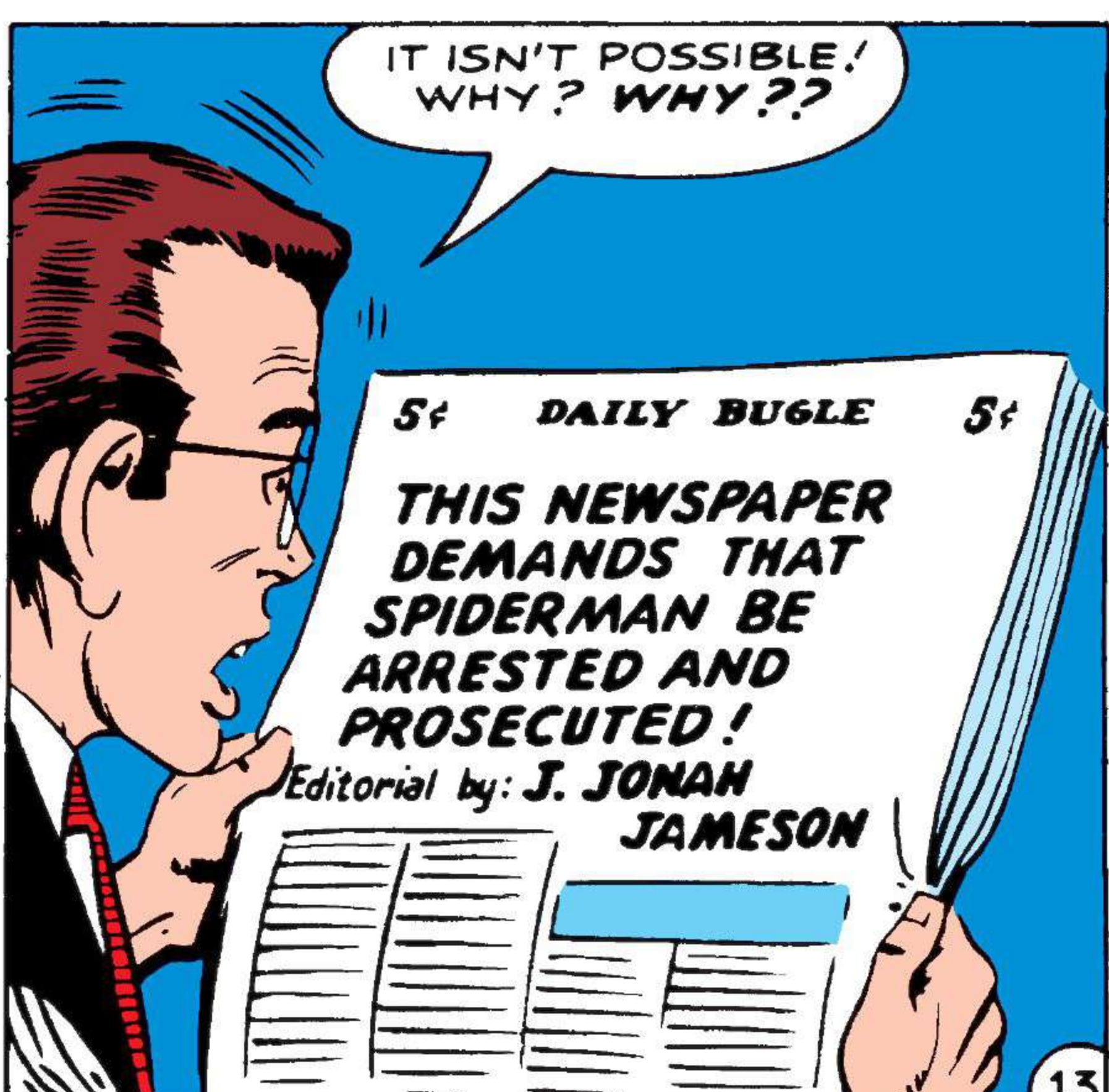
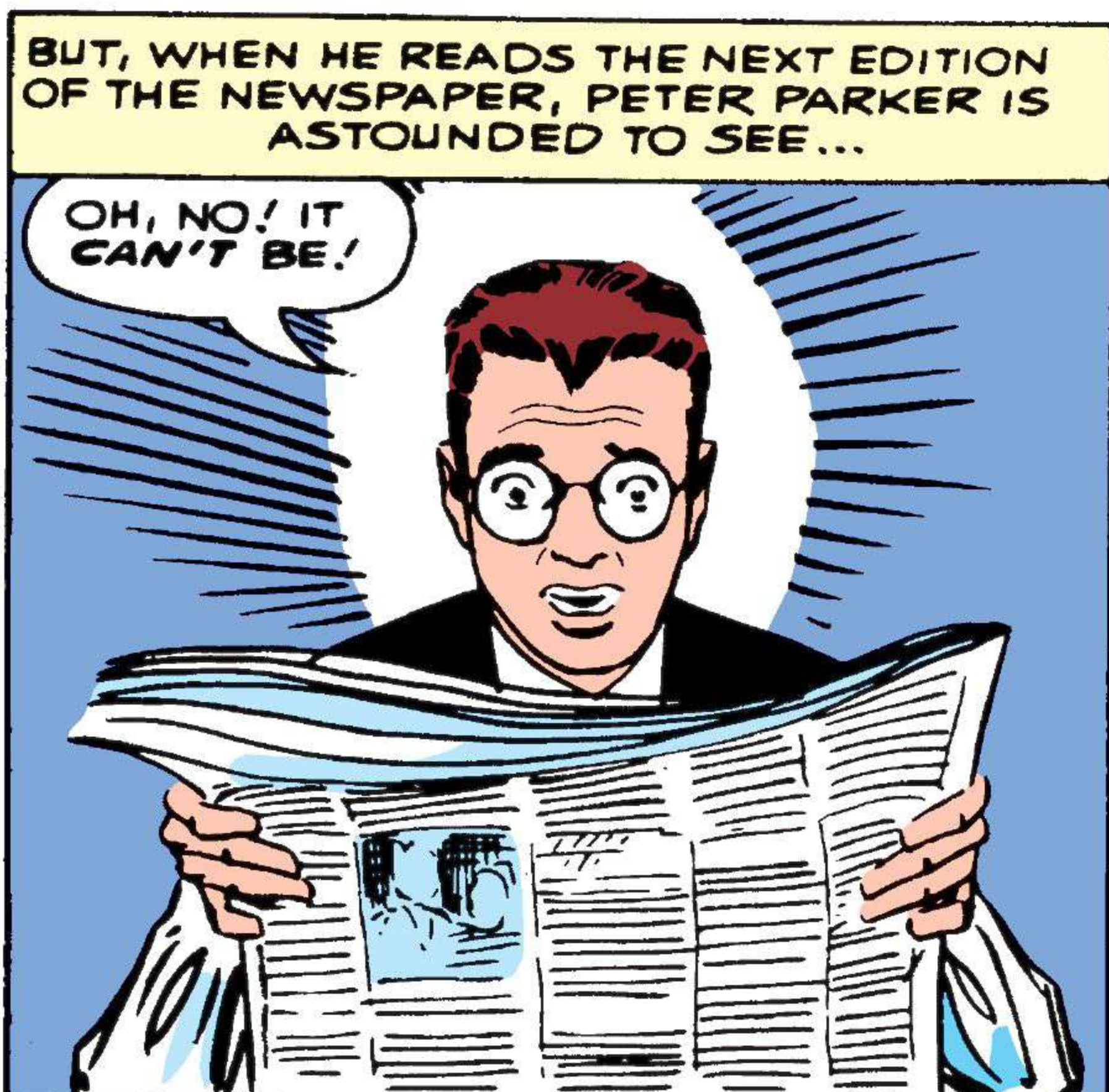
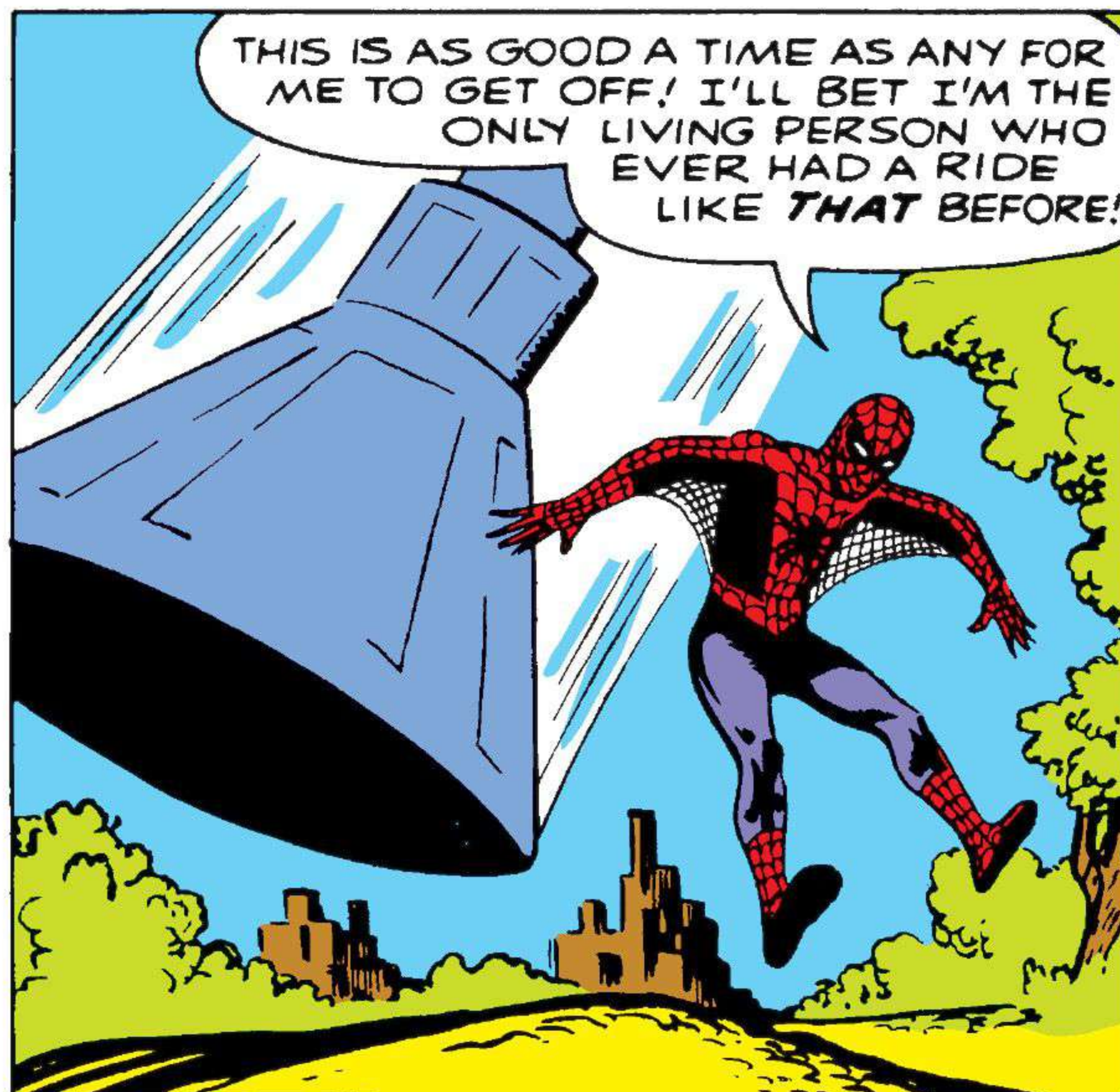
**PART
3**

WHAT A LUCKY
BREAK! IT FIT IN
PLACE AS SMOOTH
AS SILK!

AND, WITHIN THE CAPSULE...

CAPSULE UNDER MANUAL
CONTROL AGAIN! WILL
EJECT CHUTE AND
LAND IMMEDIATELY!

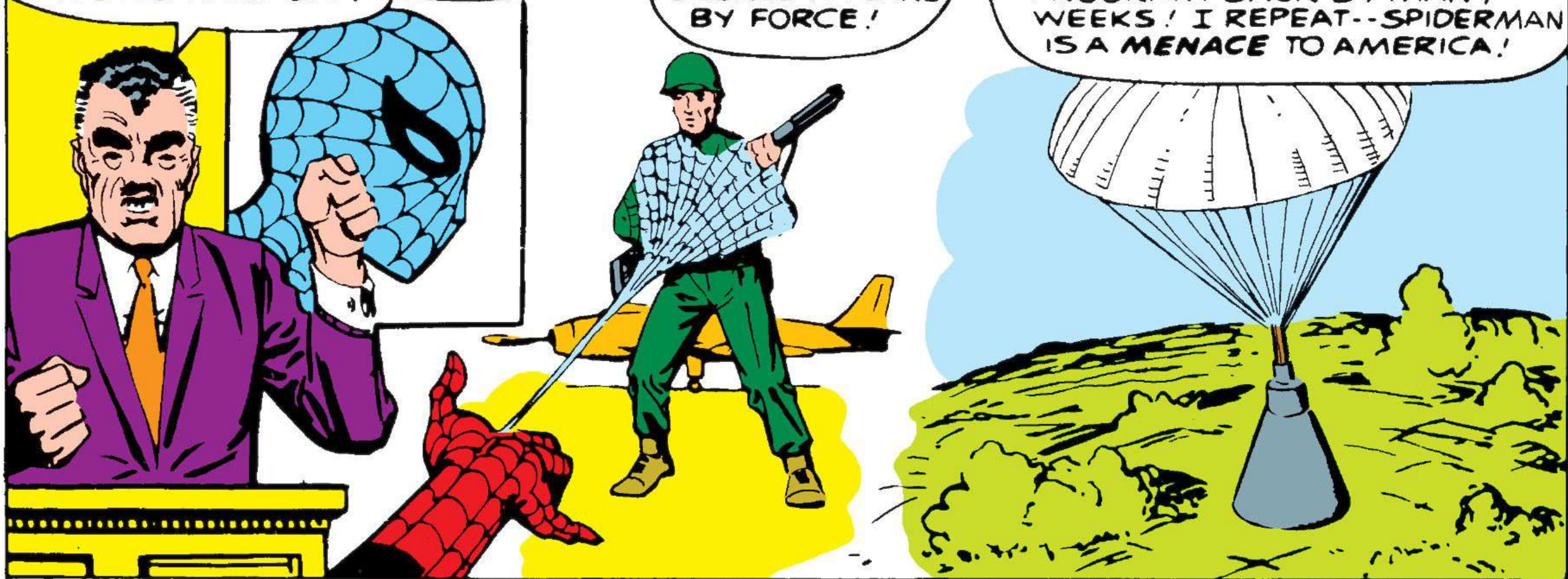
HE'S SAFE!
I DID IT!



IT WAS ALL A PLOT BY SPIDERMAN TO STEAL THE SPOTLIGHT FROM MY SON! I ACCUSE SPIDERMAN **HIMSELF** OF SABOTAGING THE CAPSULE SO THAT THE GUIDANCE UNIT WOULD FALL OFF!

SPIDERMAN UNLAWFULLY BROKE INTO A MILITARY BASE AND COMMANDERED A PLANE BY FORCE!

THEN, BY MEANS OF A GRAND-STAND PLAY, HE TRIED TO MAKE A HERO OF HIMSELF, BUT HE CAUSED AN IMPORTANT MISSILE TEST TO FAIL AND SET OUR SPACE PROGRAM BACK BY MANY WEEKS! I REPEAT--SPIDERMAN IS A MENACE TO AMERICA!



UNFORTUNATELY, IF SOMETHING IS SHOUTED LOUD ENOUGH, THERE ARE ALWAYS THOSE WHO WILL **BELIEVE** IT...

THEY FEAR ME MORE THAN **EVER** NOW!

SPIDERMAN OUGHTTA BE RUN OUT OF THE COUNTRY!

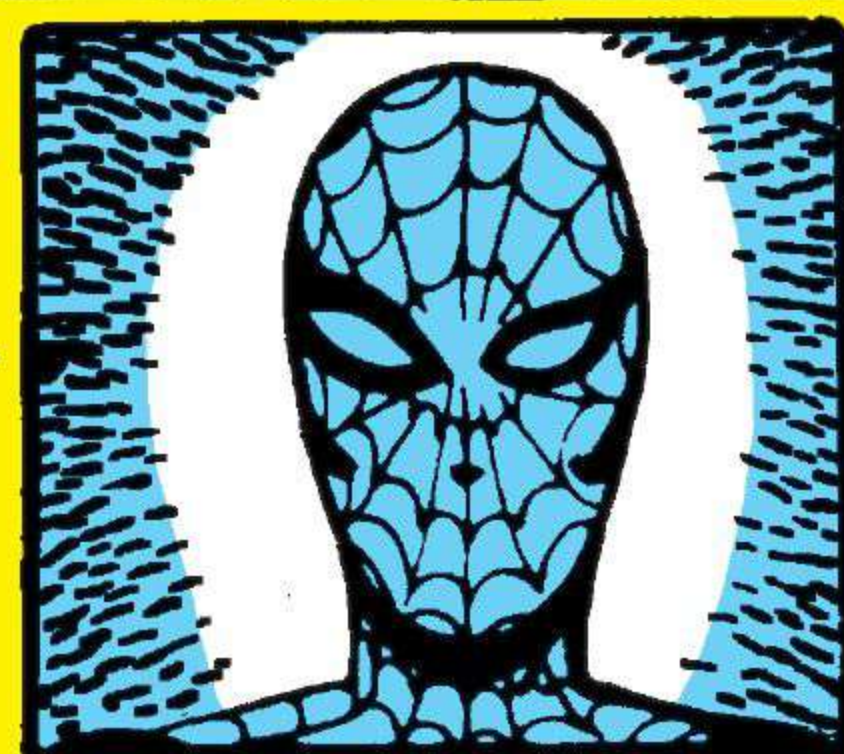
AND HOW!



AND, FINALLY-- UNDER PRESSURE OF THE ANGRY NEWSPAPERMAN'S CONTINUAL BARRAGE...

WANTED

CAUTION:
HE IS
DANGEROUS



REPORT
HIM TO
NEAREST
F.B.I.
OFFICE

SPIDERMAN

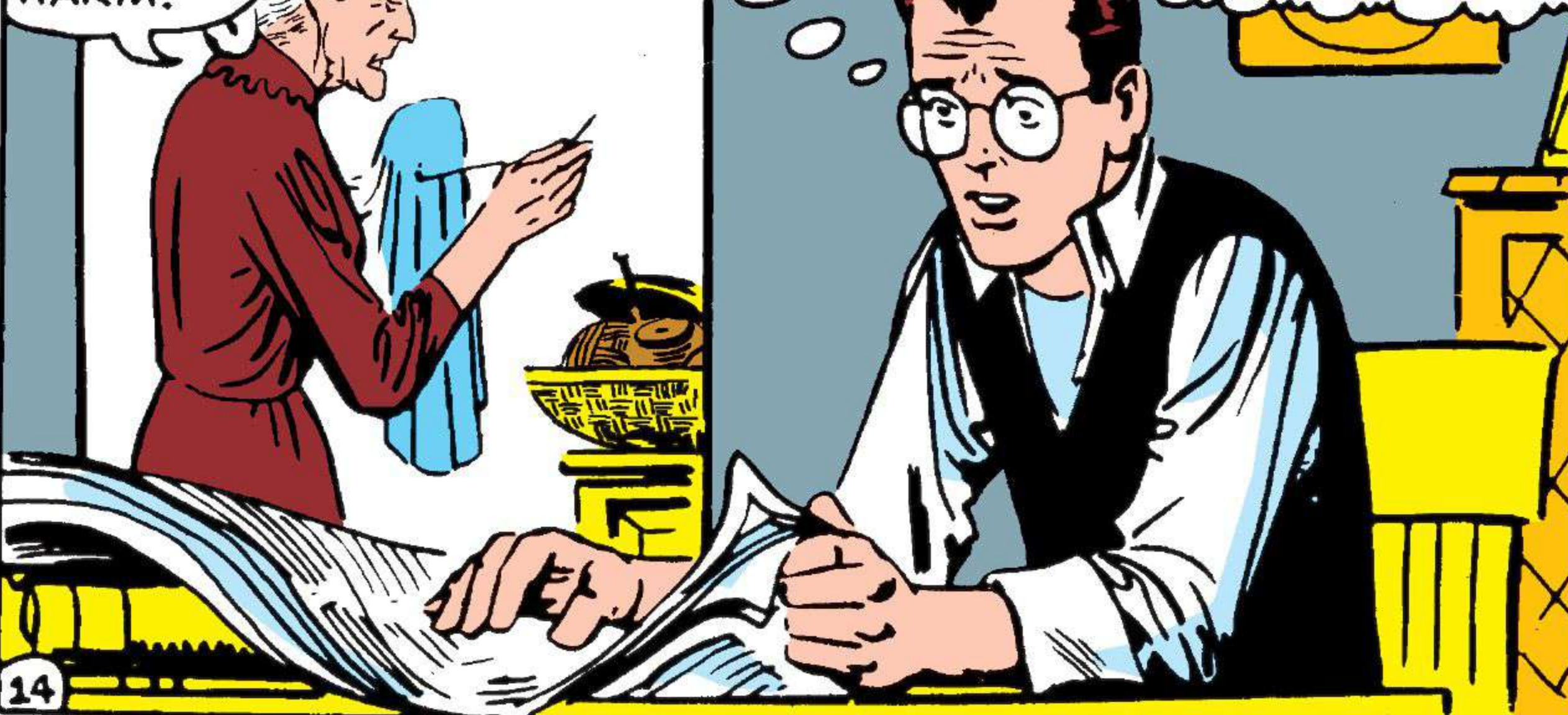
REWARD FOR HIS CAPTURE

OH DEAR, I CERTAINLY HOPE THEY FIND THAT HORRIBLE SPIDERMAN AND LOCK HIM UP BEFORE HE CAN DO ANY HARM!

WHAT DO I DO **NOW**? HOW CAN I PROVE I'M **NOT** DANGEROUS? HOW CAN I CONVINCE PEOPLE THAT I WASN'T RESPONSIBLE FOR THE FAILURE OF THAT CAPSULE?

EVERYTHING I DO AS SPIDERMAN SEEMS TO TURN OUT WRONG! WHAT GOOD IS MY FANTASTIC POWER IF I CANNOT USE IT??

OR, MUST I BE FORCED TO BECOME WHAT THEY ACCUSE ME OF BEING?? MUST I REALLY BECOME A MENACE? PERHAPS-- THAT IS THE ONLY COURSE LEFT FOR ME!

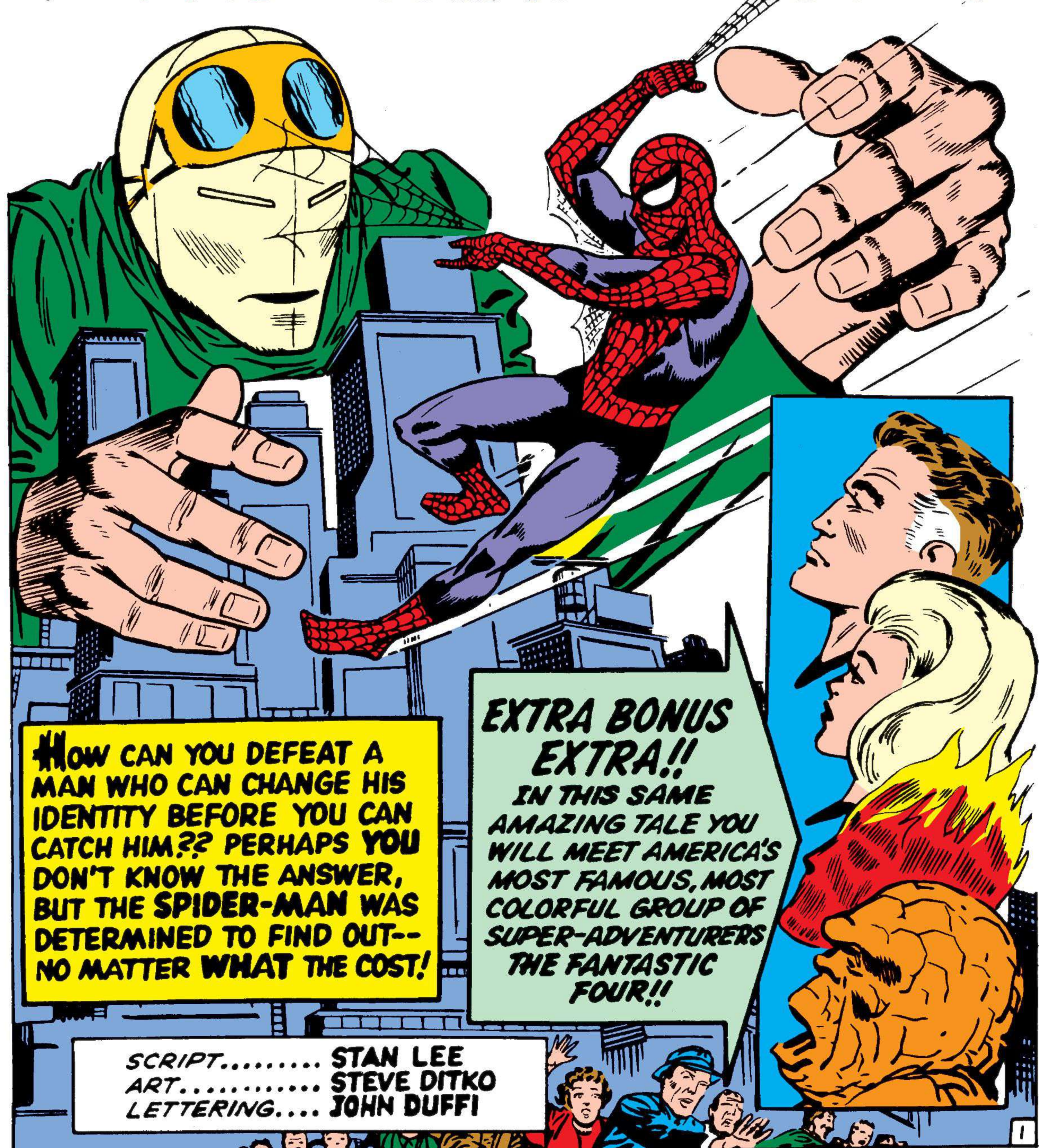


AND SO, A LONELY BOY SITS AND BROODS, WITH THE FATE OF SOCIETY AT STAKE! WHAT WILL HIS DECISION BE? WHAT WILL SPIDERMAN DO NEXT?? ONLY TIME WILL TELL!

The END

SPIDER-MAN

VS. THE CHAMELEON!



HOW CAN YOU DEFEAT A MAN WHO CAN CHANGE HIS IDENTITY BEFORE YOU CAN CATCH HIM?? PERHAPS YOU DON'T KNOW THE ANSWER, BUT THE SPIDER-MAN WAS DETERMINED TO FIND OUT-- NO MATTER WHAT THE COST!

**EXTRA BONUS
EXTRA!!**
**IN THIS SAME
AMAZING TALE YOU
WILL MEET AMERICA'S
MOST FAMOUS, MOST
COLORFUL GROUP OF
SUPER-ADVENTURERS
THE FANTASTIC
FOUR!!**

SCRIPT..... STAN LEE
ART..... STEVE DITKO
LETTERING.... JOHN DUFFI

WE KNOW HIM AS PETER PALMER ... BUT THE WORLD KNOWS HIM ONLY AS **SPIDER-MAN!**

SAY! WHY DIDN'T I THINK OF IT **BEFORE?** THERE'S THE WAY I CAN MAKE SOME MONEY--BY JOINING THE **FANTASTIC FOUR!**

THEY'LL PROBABLY **JUMP** AT THE CHANCE TO HAVE A TEEN-AGER WITH SUPER POWERS WORKING WITH THEM! IT'LL BE A **NATURAL!**

HERE'S THEIR PRIVATE ELEVATOR, BUT THE **BLAMED** THING ISN'T WORKING!

UH OH-- I FORGOT! IT CAN ONLY BE OPERATED BY ONE OF THE **FOUR**, USING A SPECIAL ELECTRONIC BEAM!

WELL, THAT WON'T STOP **SPIDER-MAN!** FORCING A COUPLE OF LOCKED DOORS OPEN IS MERE CHILD'S PLAY FOR-- **HECK!** I DIDN'T FIGURE THE **ELEVATOR** WOULD BE ABOVE ME! NO ROOM TO CLIMB PAST IT!

MINUTES LATER, PETER PALMER REACHES THE ROOF OF AN ADJOINING BUILDING...

WELL, THERE'S MORE THAN **ONE** WAY TO SKIN A CAT! I SHOULD'VE THOUGHT OF THIS RIGHT AWAY!

THEY'LL PROBABLY BE **TWICE** AS IMPRESSED WHEN THEY SEE HOW EASILY I GET INTO THEIR PRIVATE SKYSCRAPER HEADQUARTERS!

HERE GOES NOTHING!

MEANWHILE, DOWN BELOW...

IT'S THE **SPIDER-MAN!** WHAT A BONUS I'LL GET FOR THIS SHOT!

HE'S HEAD-ING FOR THE **FANTASTIC FOUR'S** HEAD-QUARTERS!

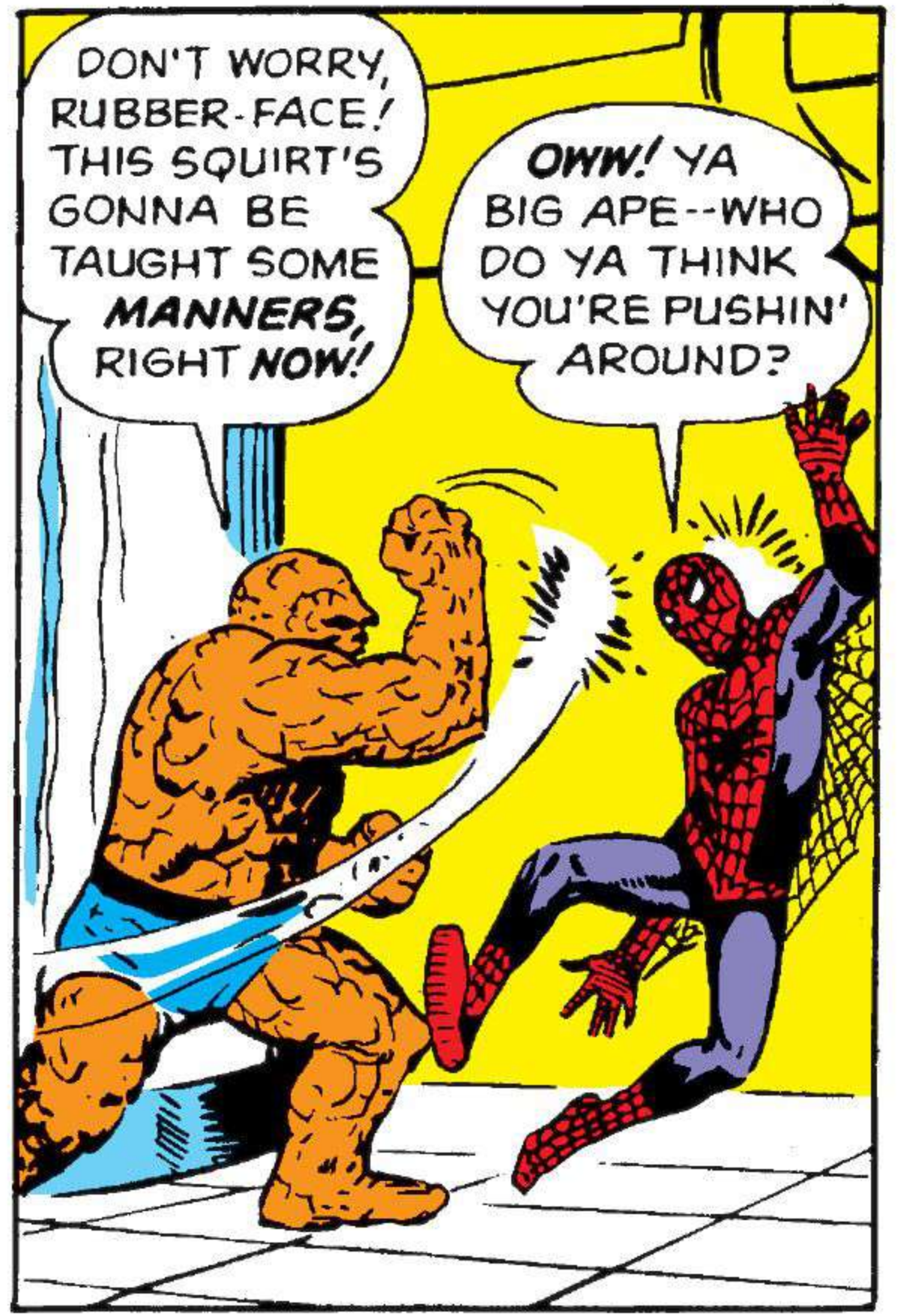
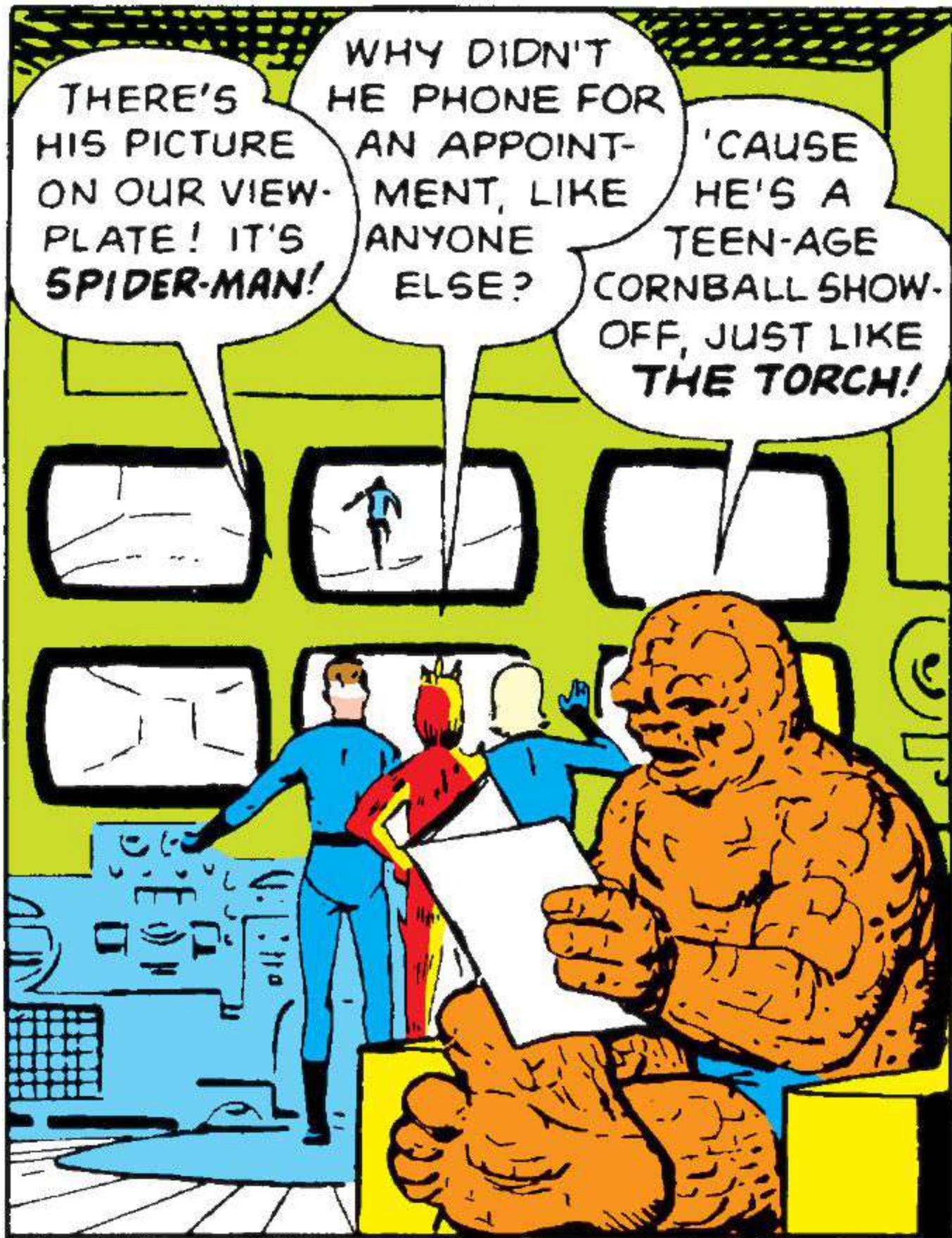
HE BALANCES HIMSELF ON THAT STRAND OF WEB LIKE A HUMAN SPIDER!

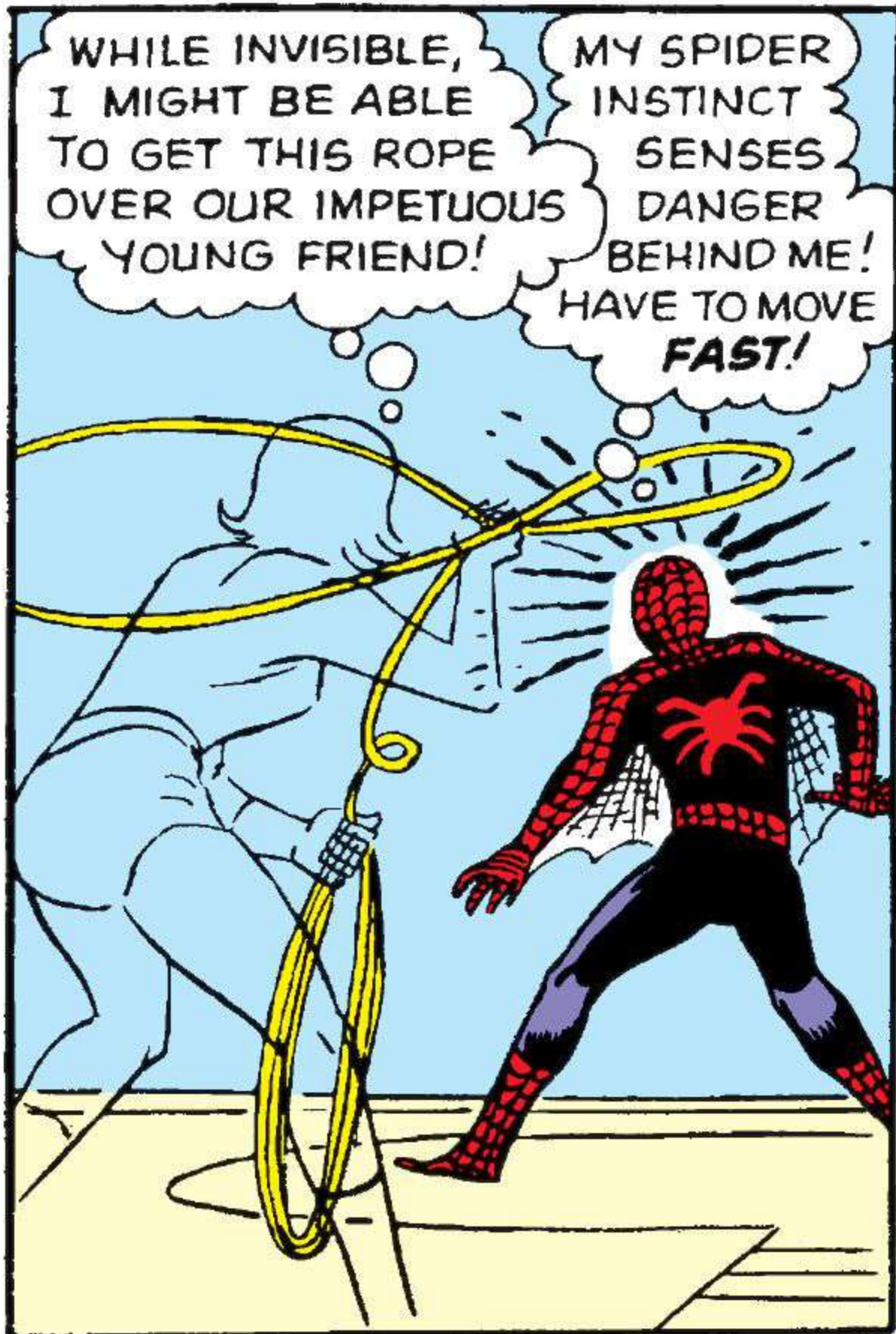
AT THAT MOMENT, AN **ALARM** RINGS IN THE READY ROOM OF THE **FANTASTIC FOUR**...

THE **ALARM!** SOMEONE IS TRYING TO SNEAK IN!

HE MUST BE SOME KINDA **NUT** TO THINK HE CAN TAKE **US** BY SURPRISE!

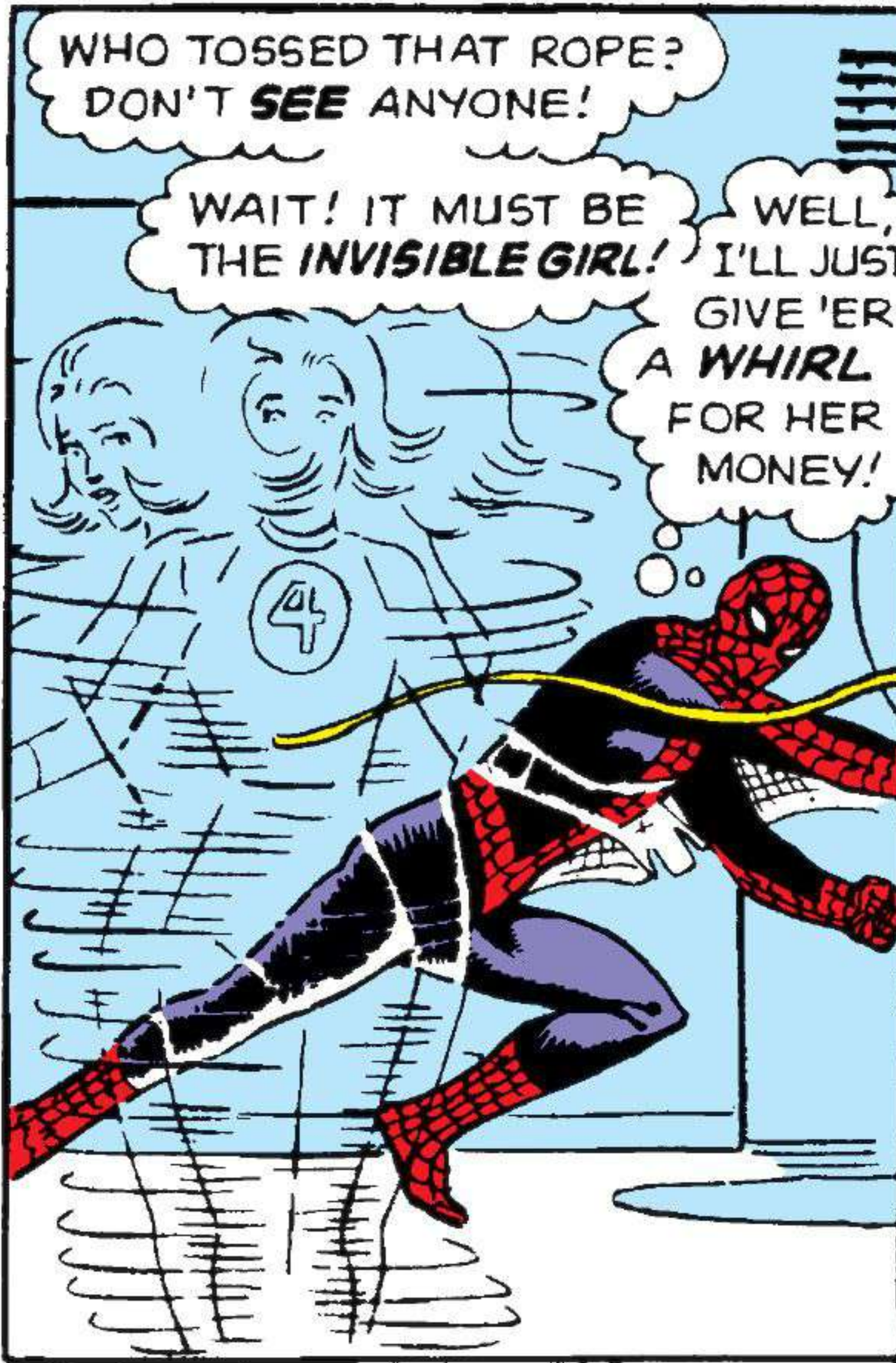
BRIN-N-NG!





WHILE INVISIBLE, I MIGHT BE ABLE TO GET THIS ROPE OVER OUR IMPETUOUS YOUNG FRIEND!

MY SPIDER INSTINCT SENSES DANGER BEHIND ME! HAVE TO MOVE **FAST!**



WHO TOSSED THAT ROPE? DON'T **SEE** ANYONE!

WAIT! IT MUST BE THE **INVISIBLE GIRL!**

WELL, I'LL JUST GIVE 'ER A **WHIRL** FOR HER MONEY!



THAT'S **IT**, YOU ANIMATED INSECT! FUN'S OVER! I'LL SETTLE YOU NOW!

FLAME ON!

HE'S GOT ME IN A CIRCLE OF FLAME!



WELL, I'LL JUST JUMP **OVER** THAT **CLOWN'S** LITTLE TRAP...

...AND KEEP OUTTA REACH UNTIL HIS FLAME DIES DOWN!

THEN IT'LL BE **MY** TURN!

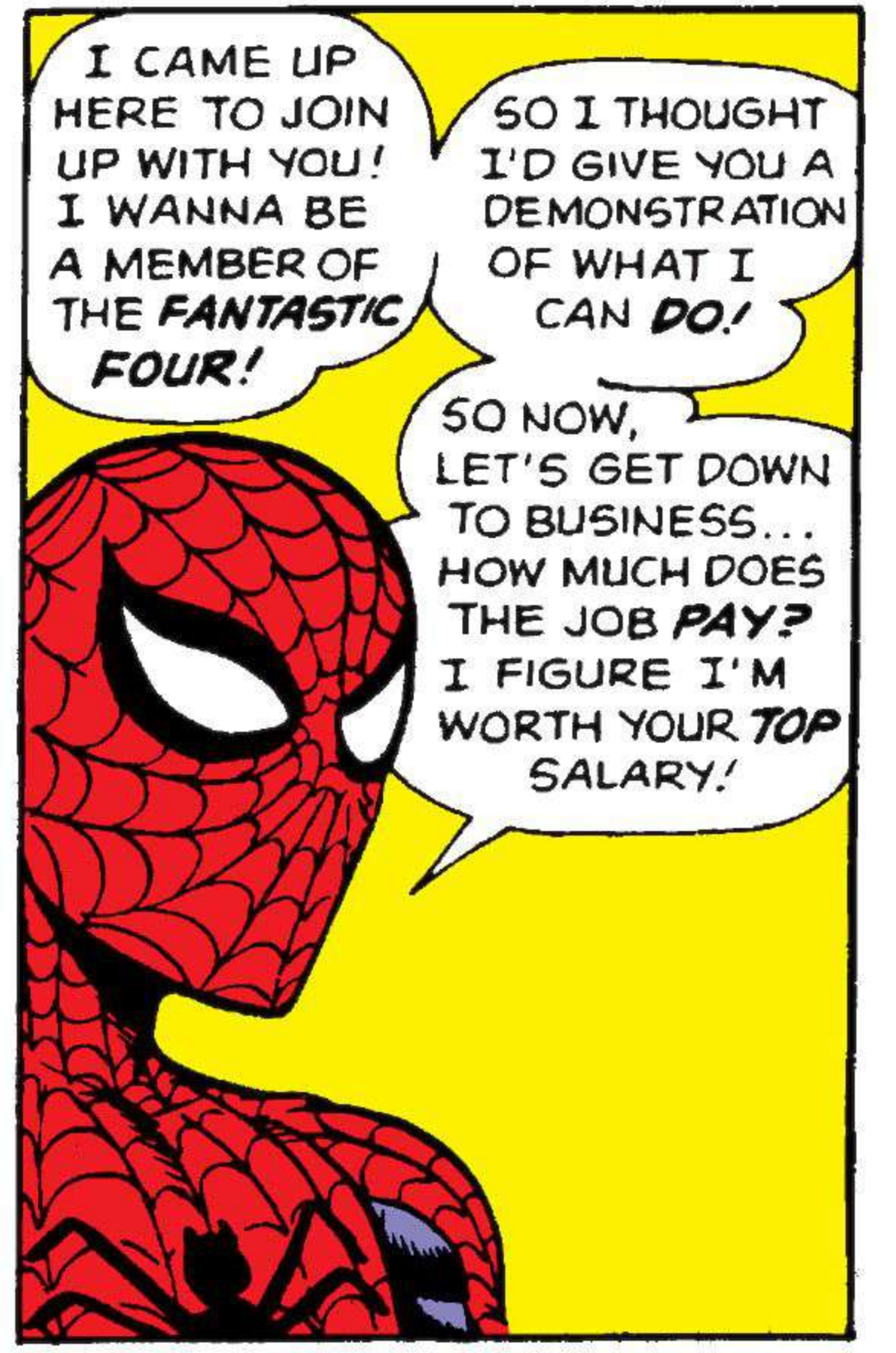
HEY! STAY STILL, DARN IT!



OKAY-- THAT'S **IT!** NO MORE FUN AND GAMES, FELLA! SOMEONE MIGHT GET **HURT!** NOW, SUPPOSE YOU TELL US WHAT YOU'RE HERE FOR!

GET OUTTA THE WAY, KILL-JOY! GIMME ANOTHER CRACK AT 'IM!

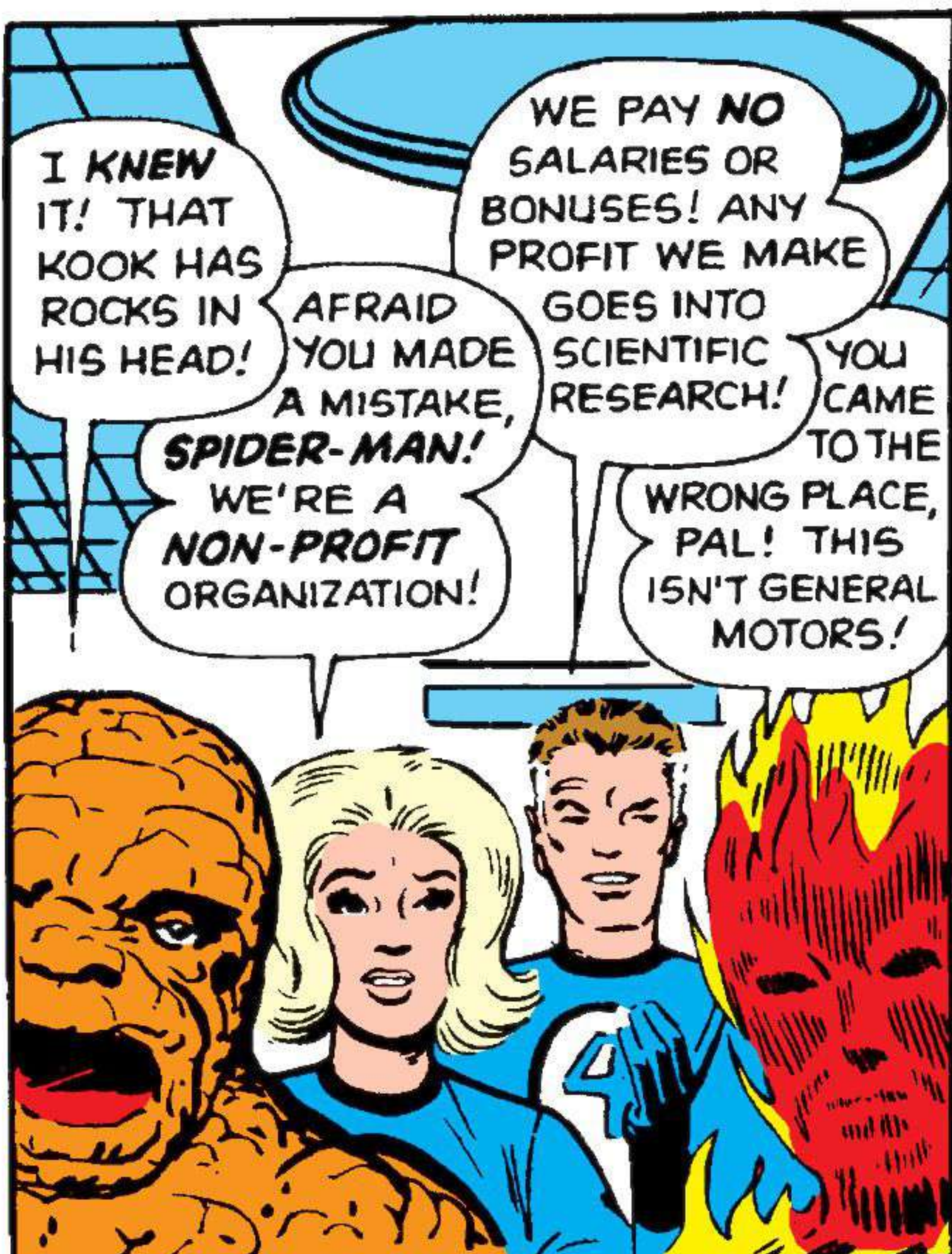
IT'S ABOUT **TIME** SOMEONE ASKED ME!



I CAME UP HERE TO JOIN UP WITH YOU! I WANNA BE A MEMBER OF THE **FANTASTIC FOUR!**

SO I THOUGHT I'D GIVE YOU A DEMONSTRATION OF WHAT I CAN **DO!**

SO NOW, LET'S GET DOWN TO BUSINESS... HOW MUCH DOES THE **JOB PAY?** I FIGURE I'M WORTH YOUR **TOP SALARY!**

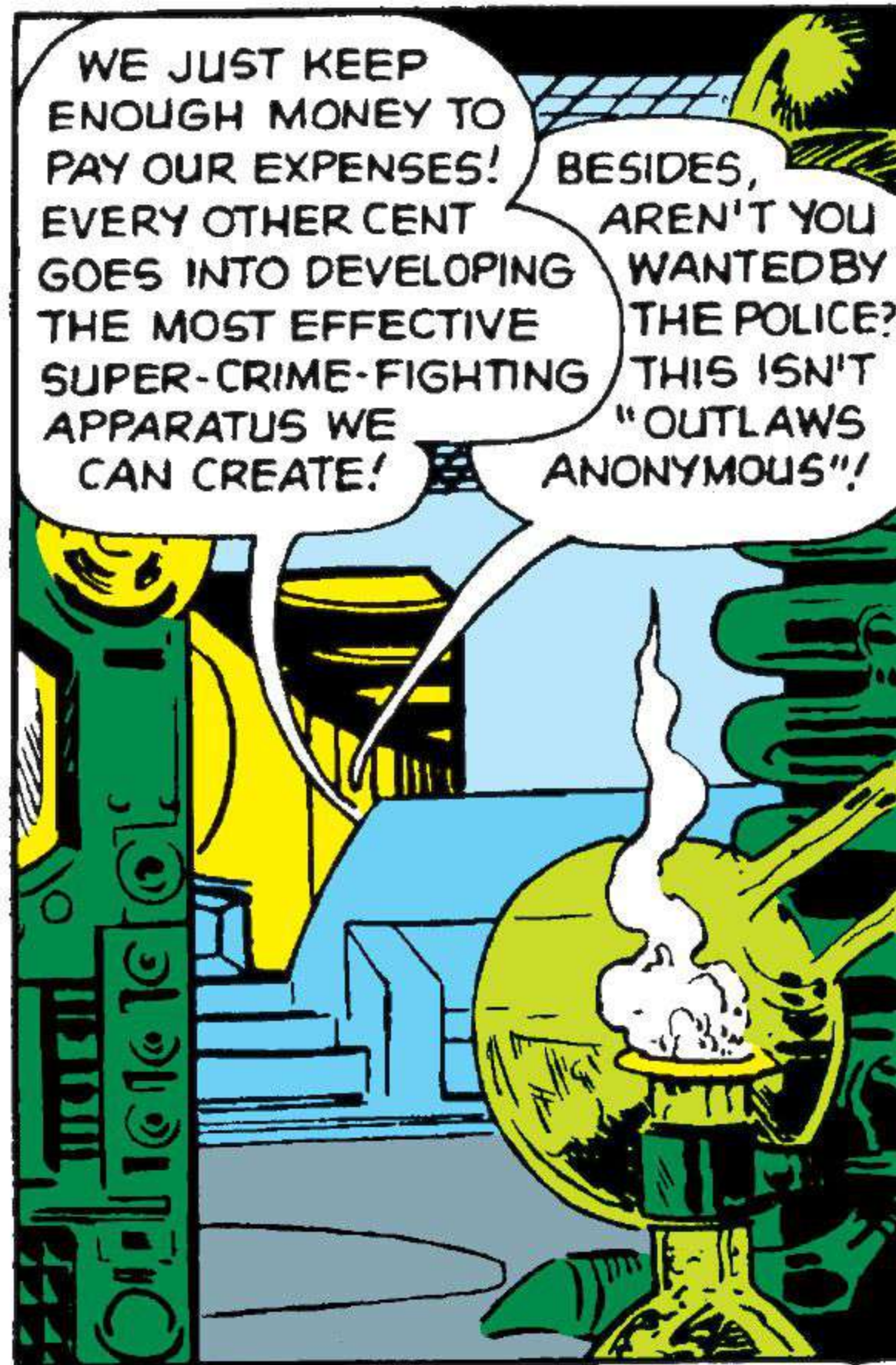


I **KNEW** IT! THAT KOOK HAS ROCKS IN HIS HEAD!

AFRAID YOU MADE A MISTAKE, **SPIDER-MAN!** WE'RE A **NON-PROFIT** ORGANIZATION!

WE PAY **NO** SALARIES OR BONUSES! ANY PROFIT WE MAKE GOES INTO SCIENTIFIC RESEARCH!

YOU CAME TO THE WRONG PLACE, PAL! THIS ISN'T GENERAL MOTORS!



WE JUST KEEP ENOUGH MONEY TO PAY OUR EXPENSES! EVERY OTHER CENT GOES INTO DEVELOPING THE MOST EFFECTIVE SUPER-CRIME-FIGHTING APPARATUS WE CAN CREATE!

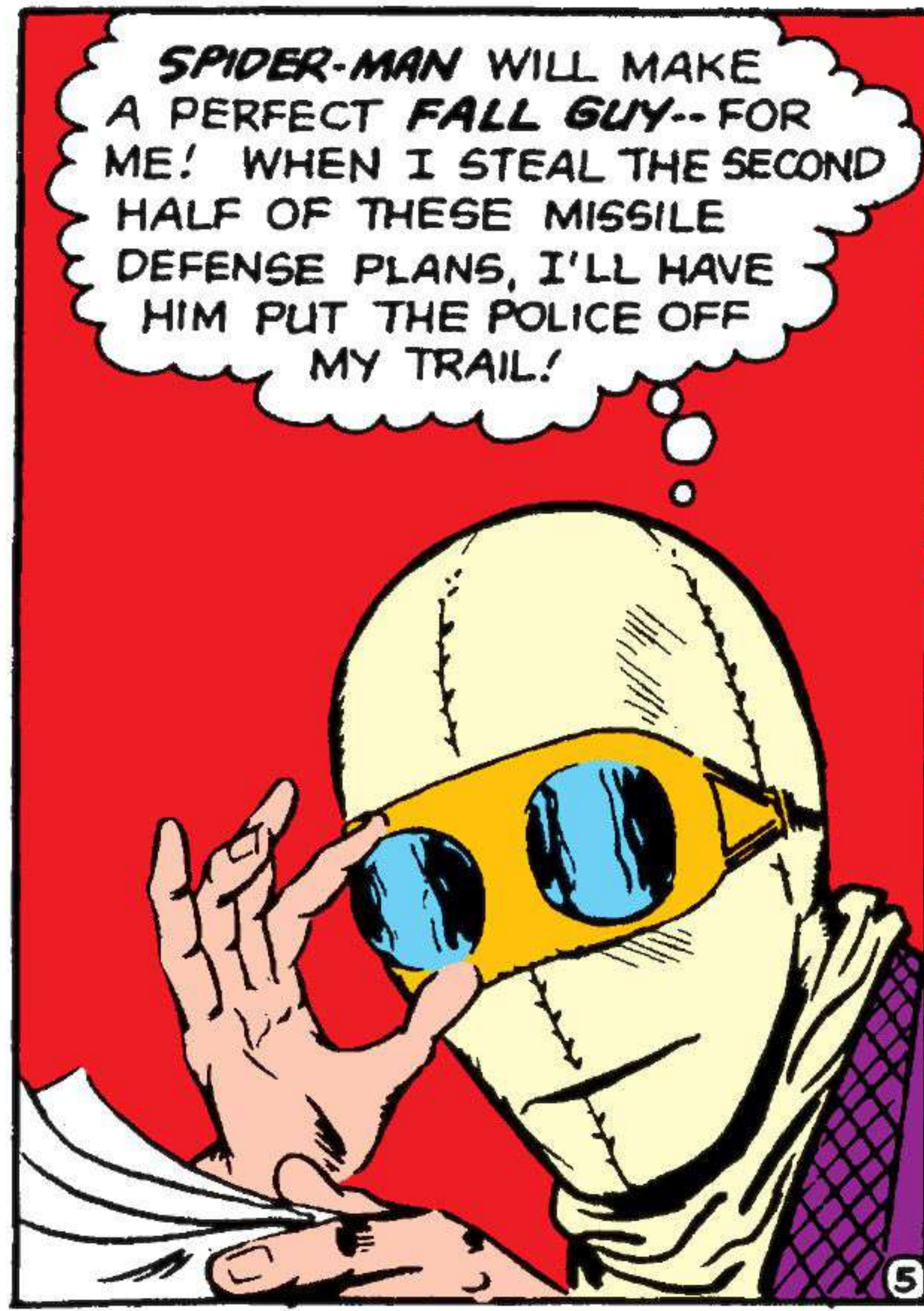
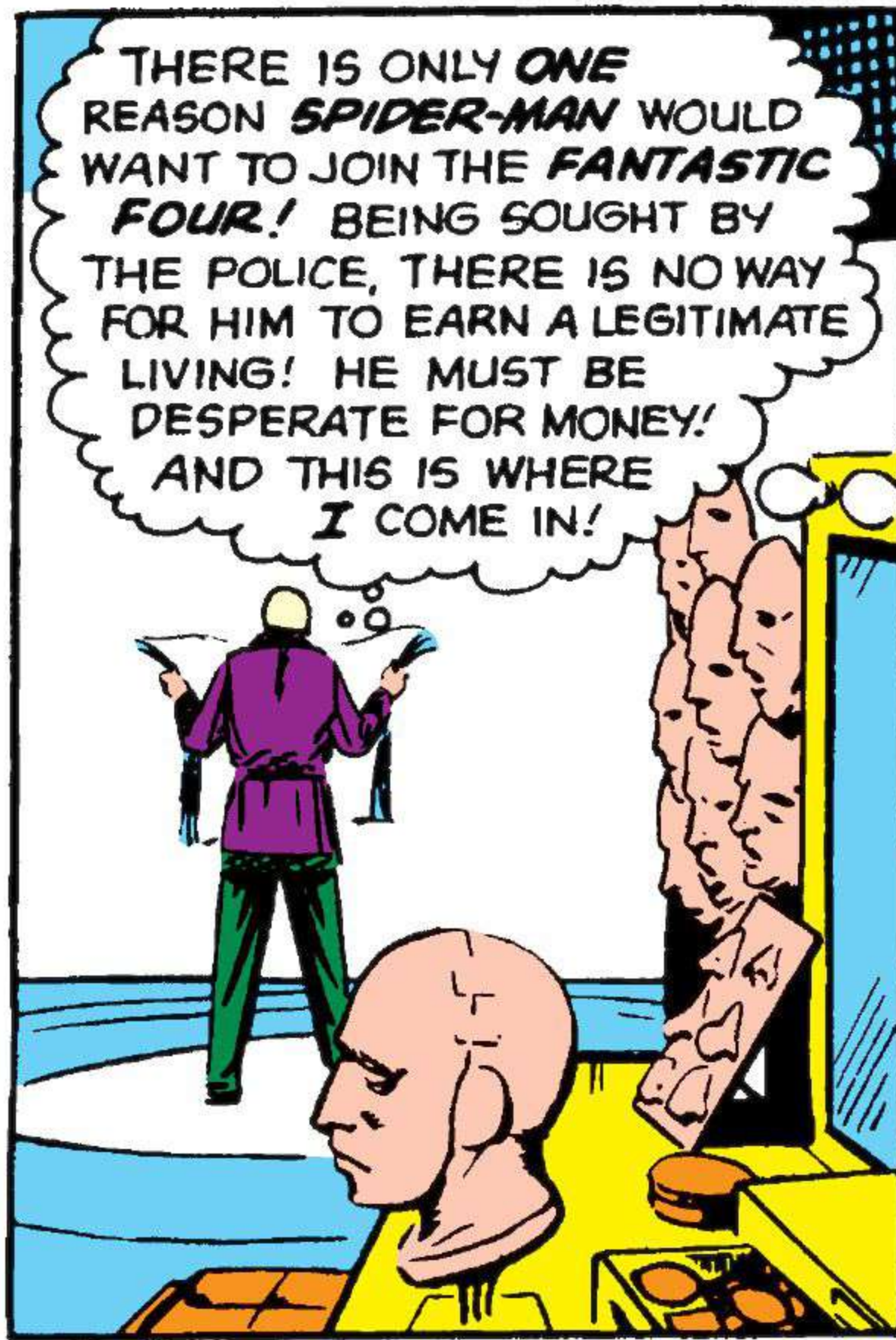
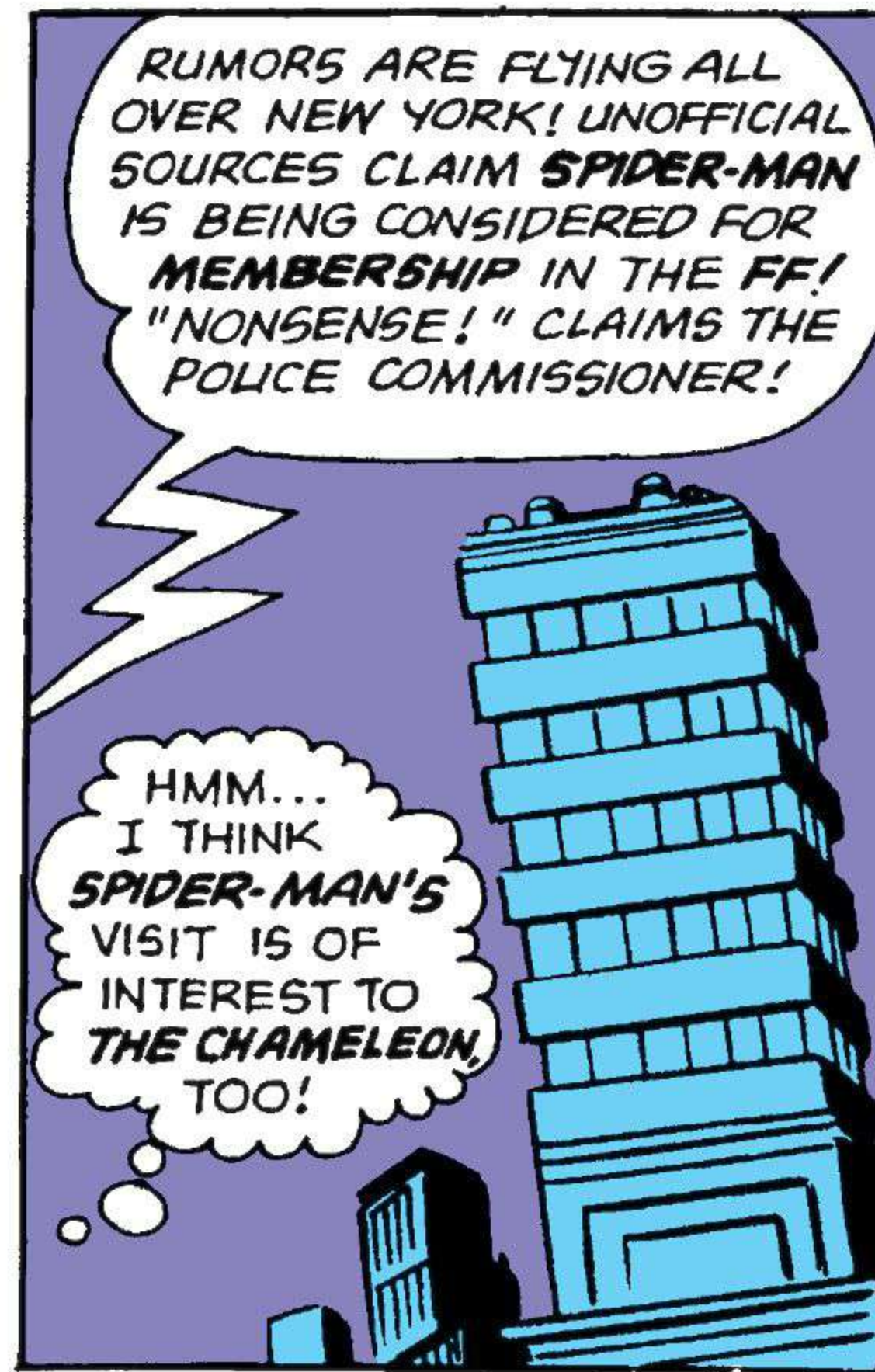
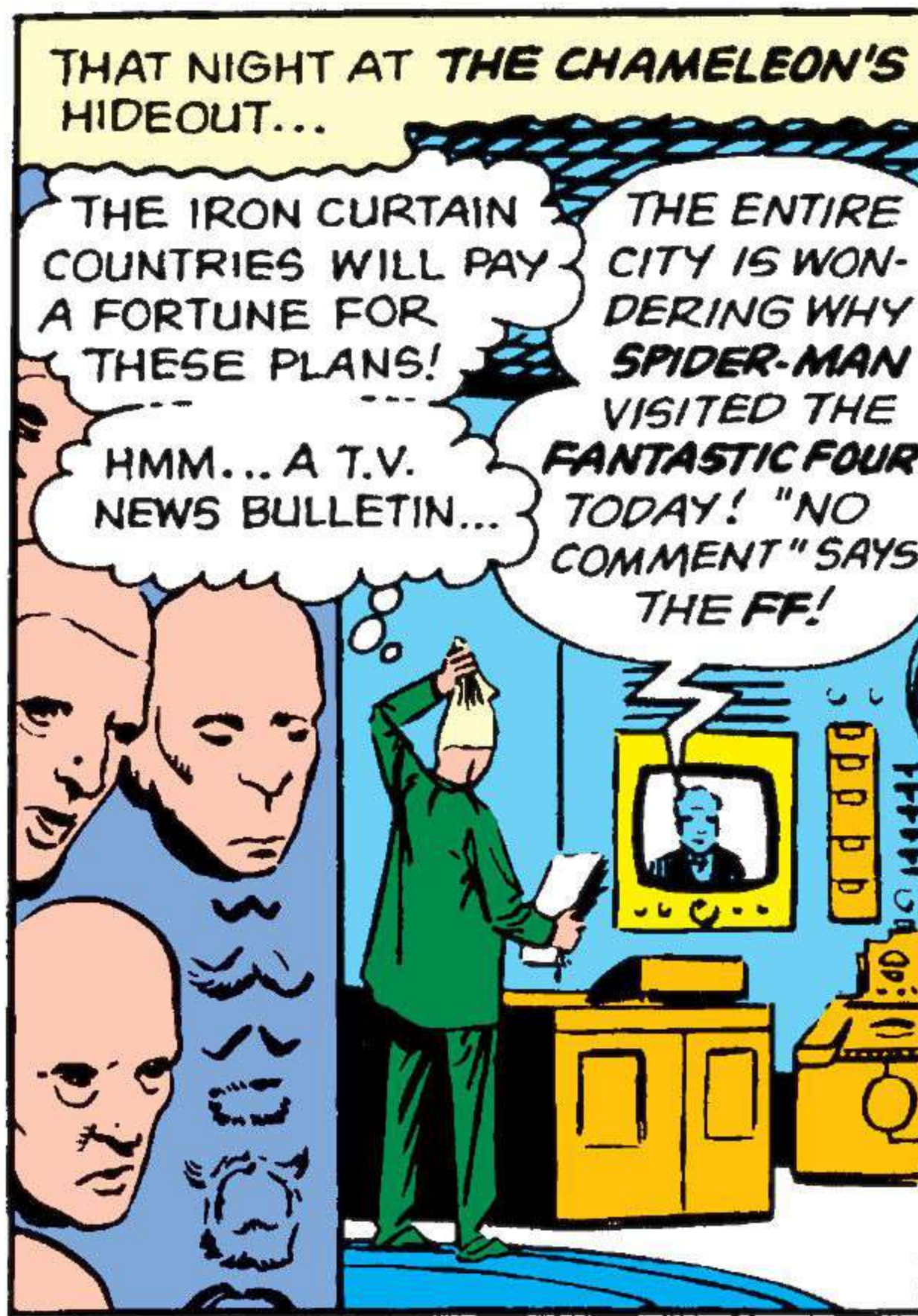
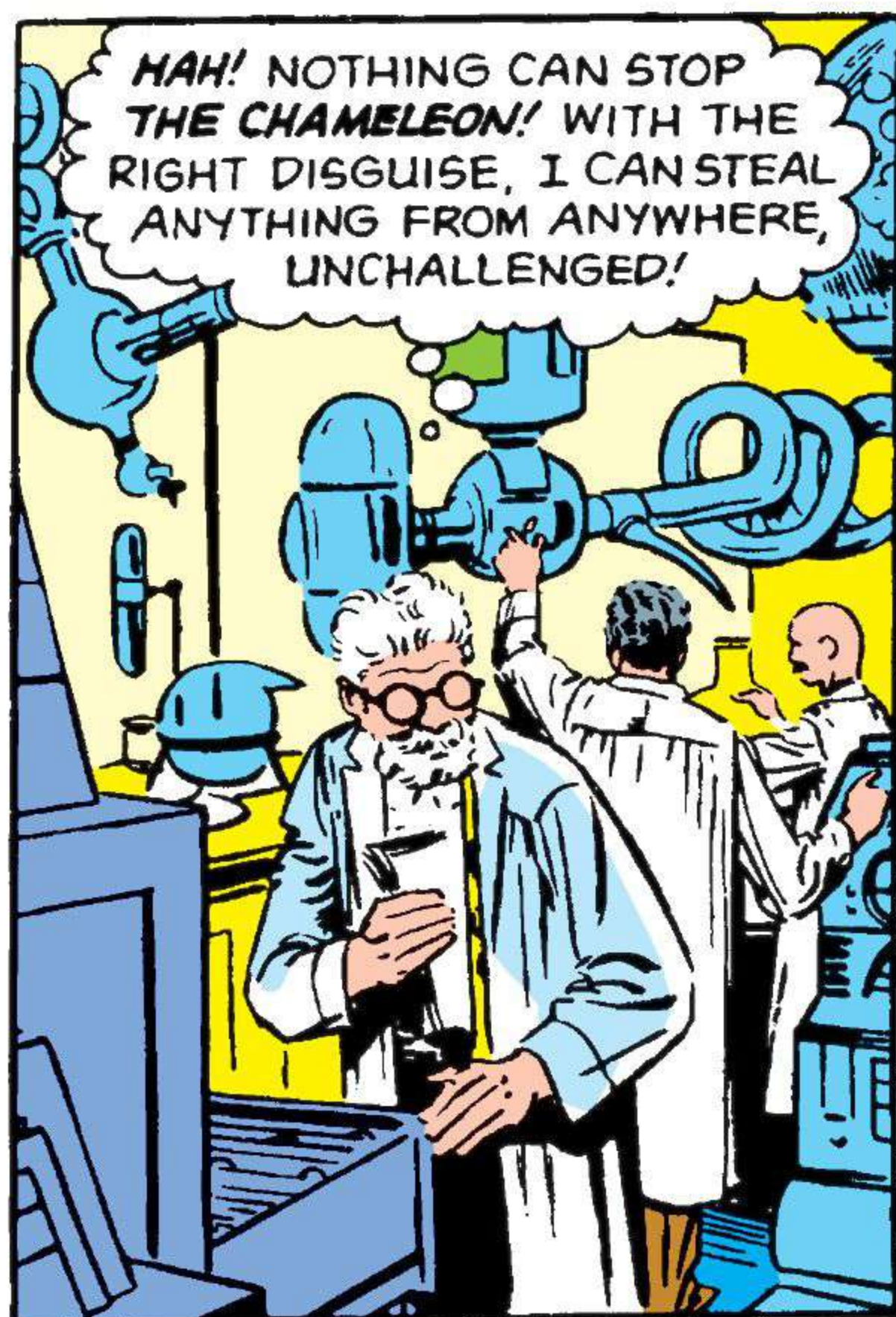
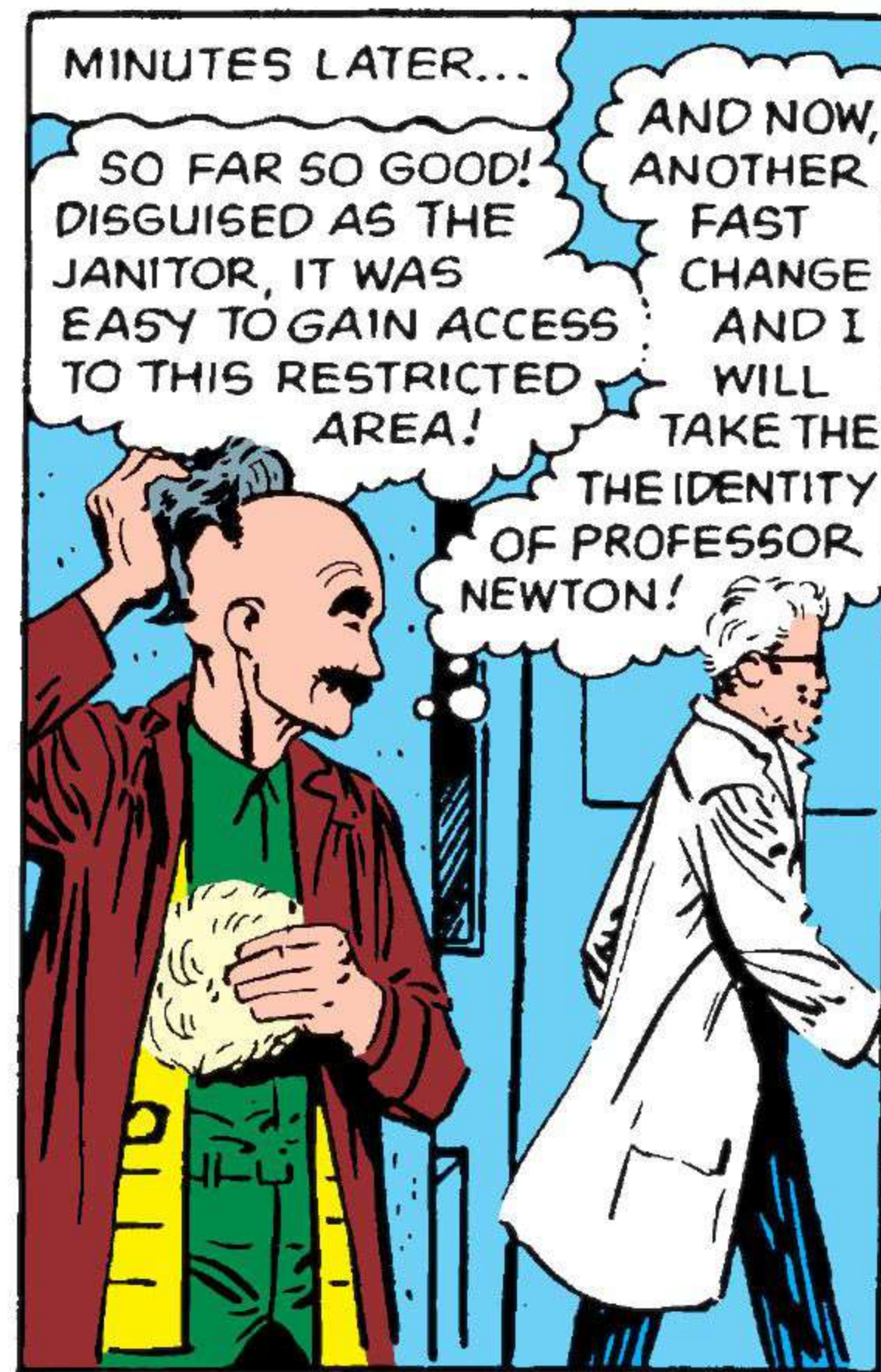
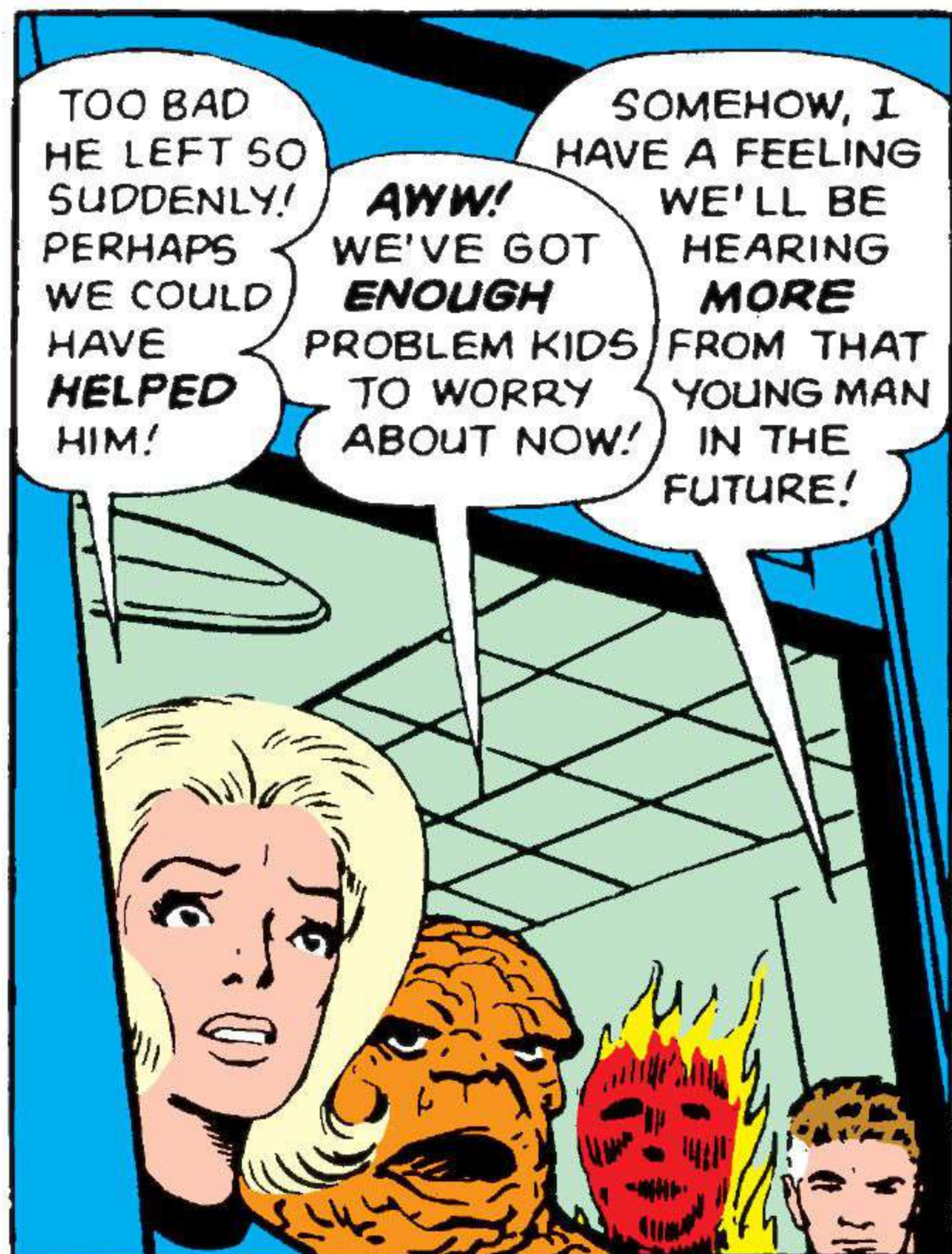
BESIDES, AREN'T YOU WANTED BY THE POLICE? THIS ISN'T "OUTLAWS ANONYMOUS"!

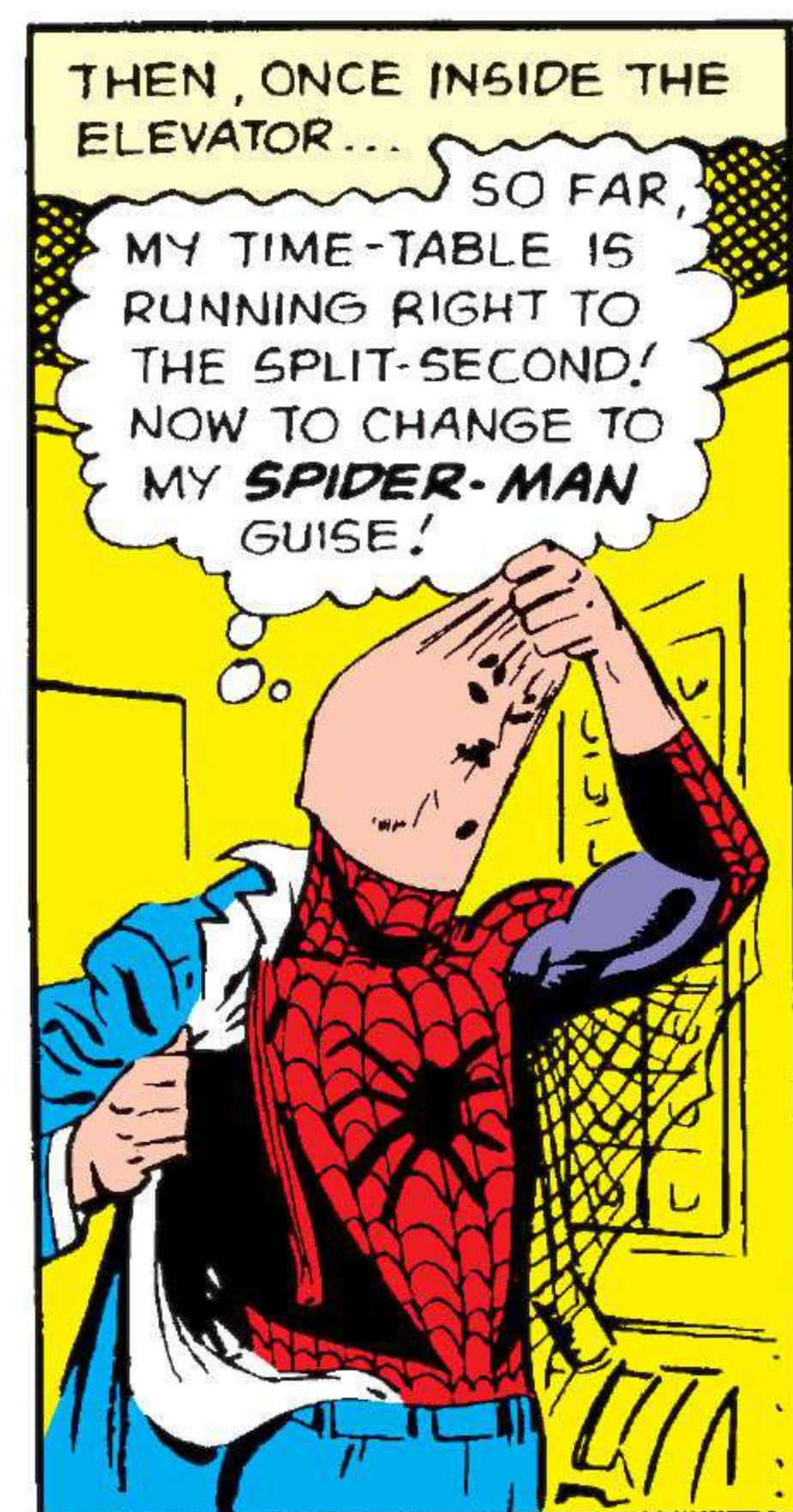
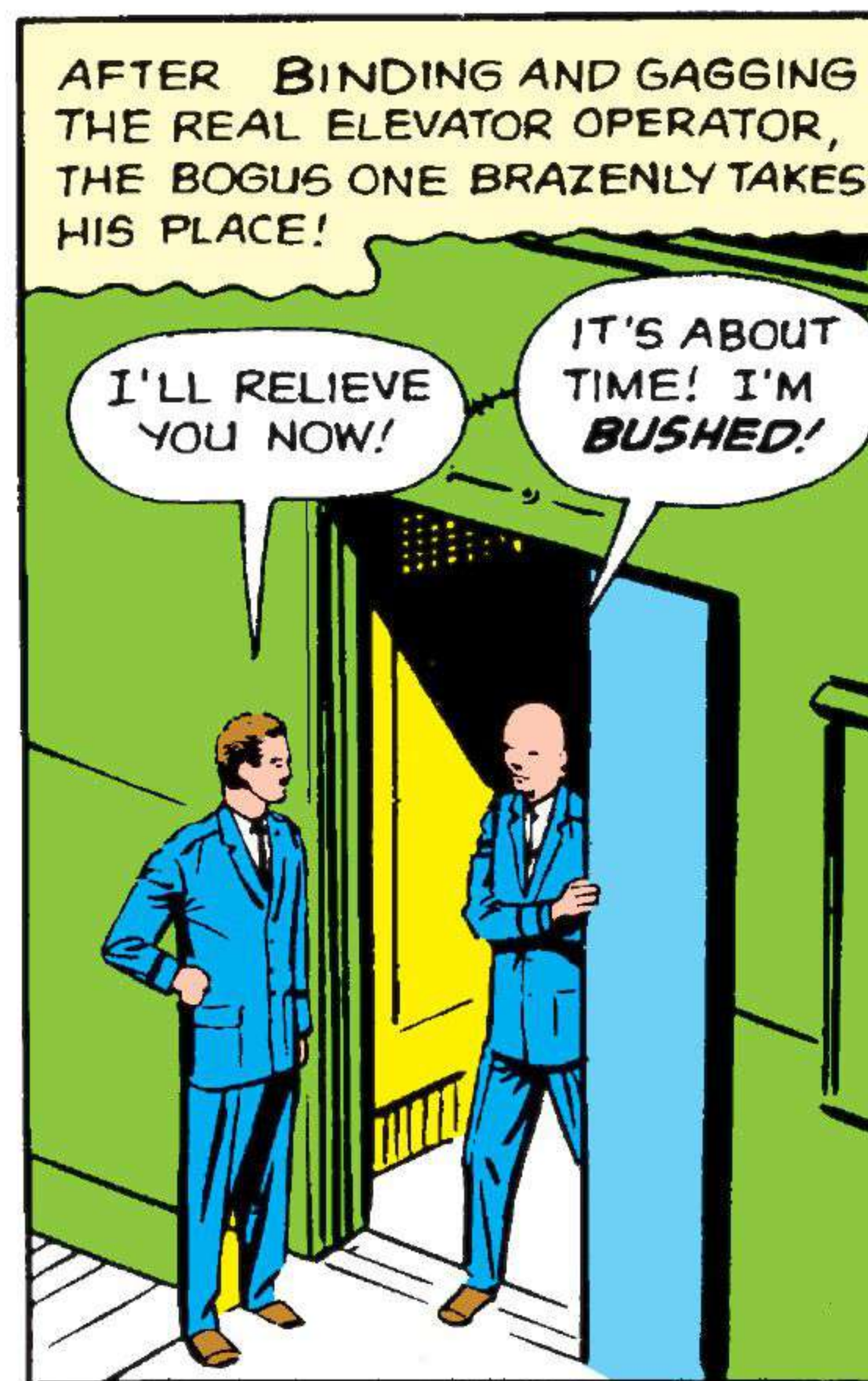
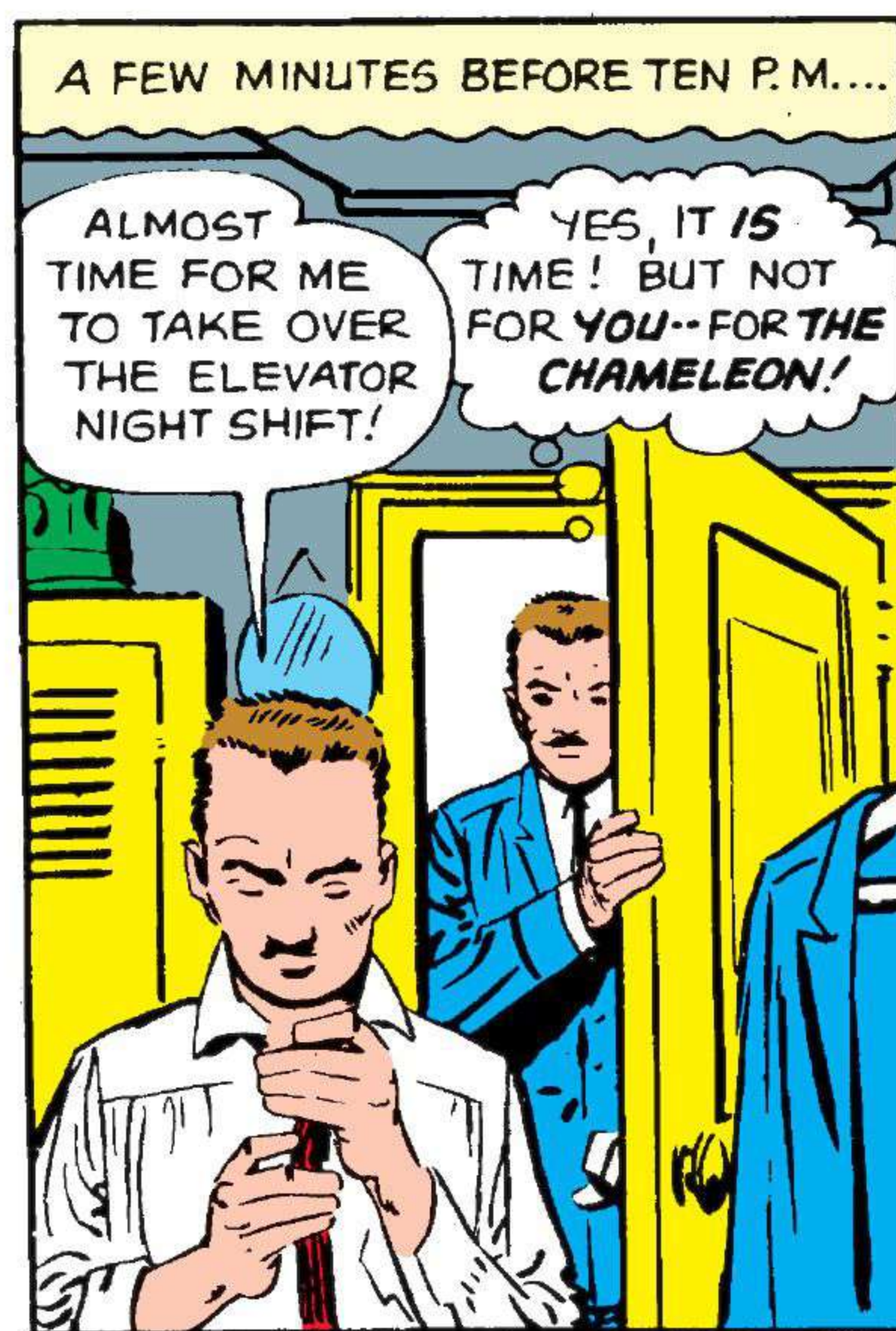


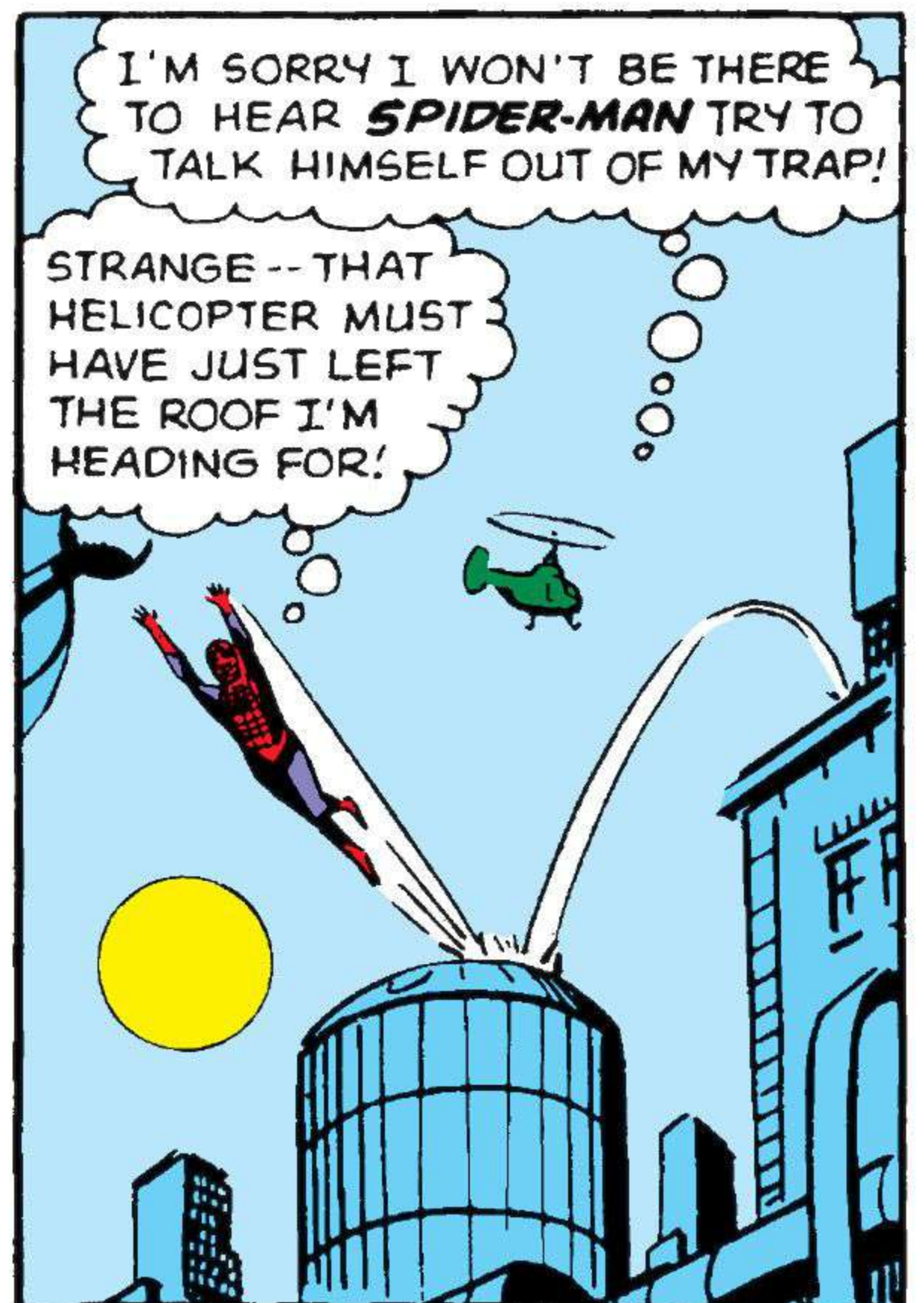
I MIGHT HAVE **KNOWN!** YOU'RE JUST LIKE ALL THE REST! READY TO BELIEVE THE **WORST** OF ANYONE!

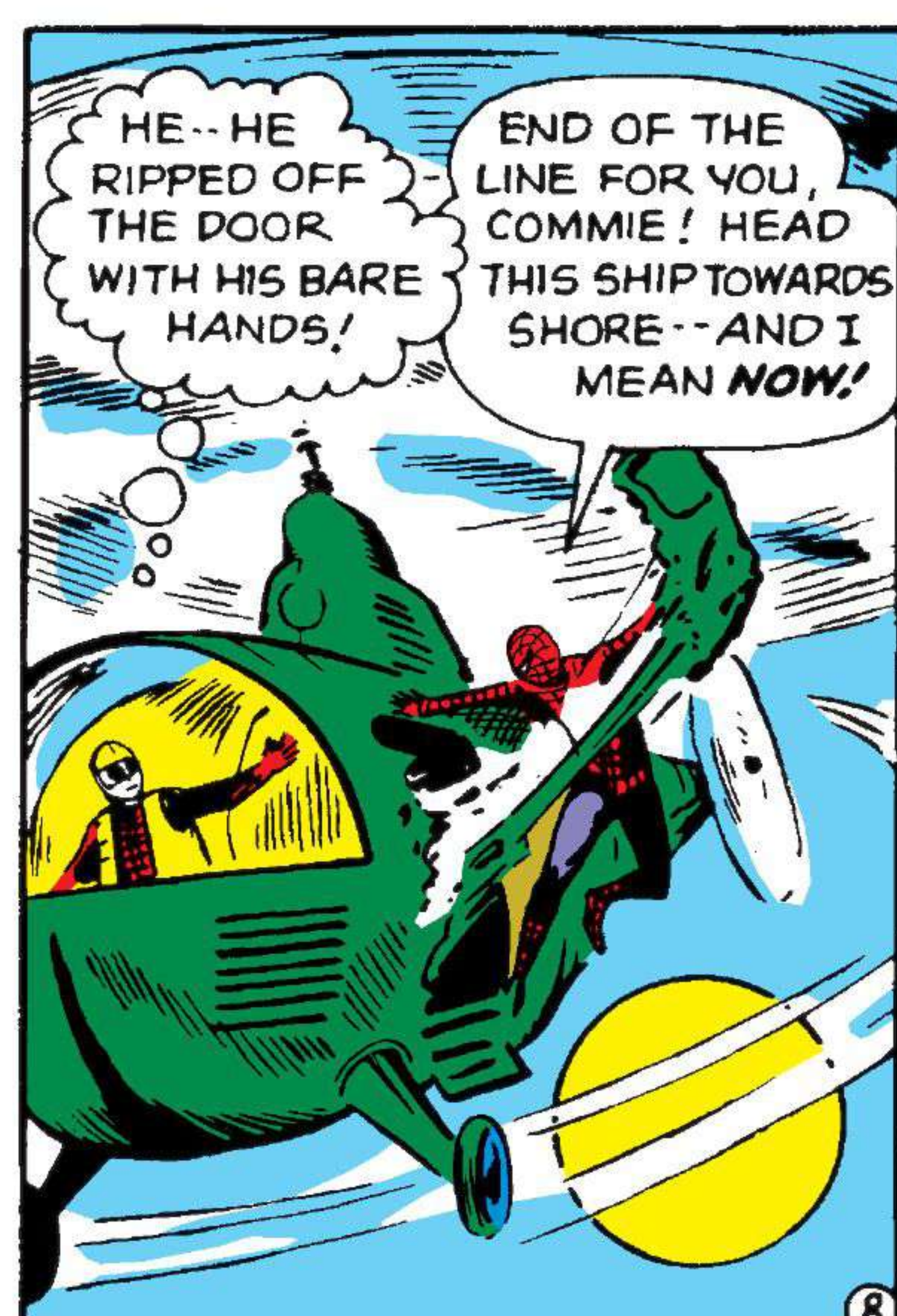
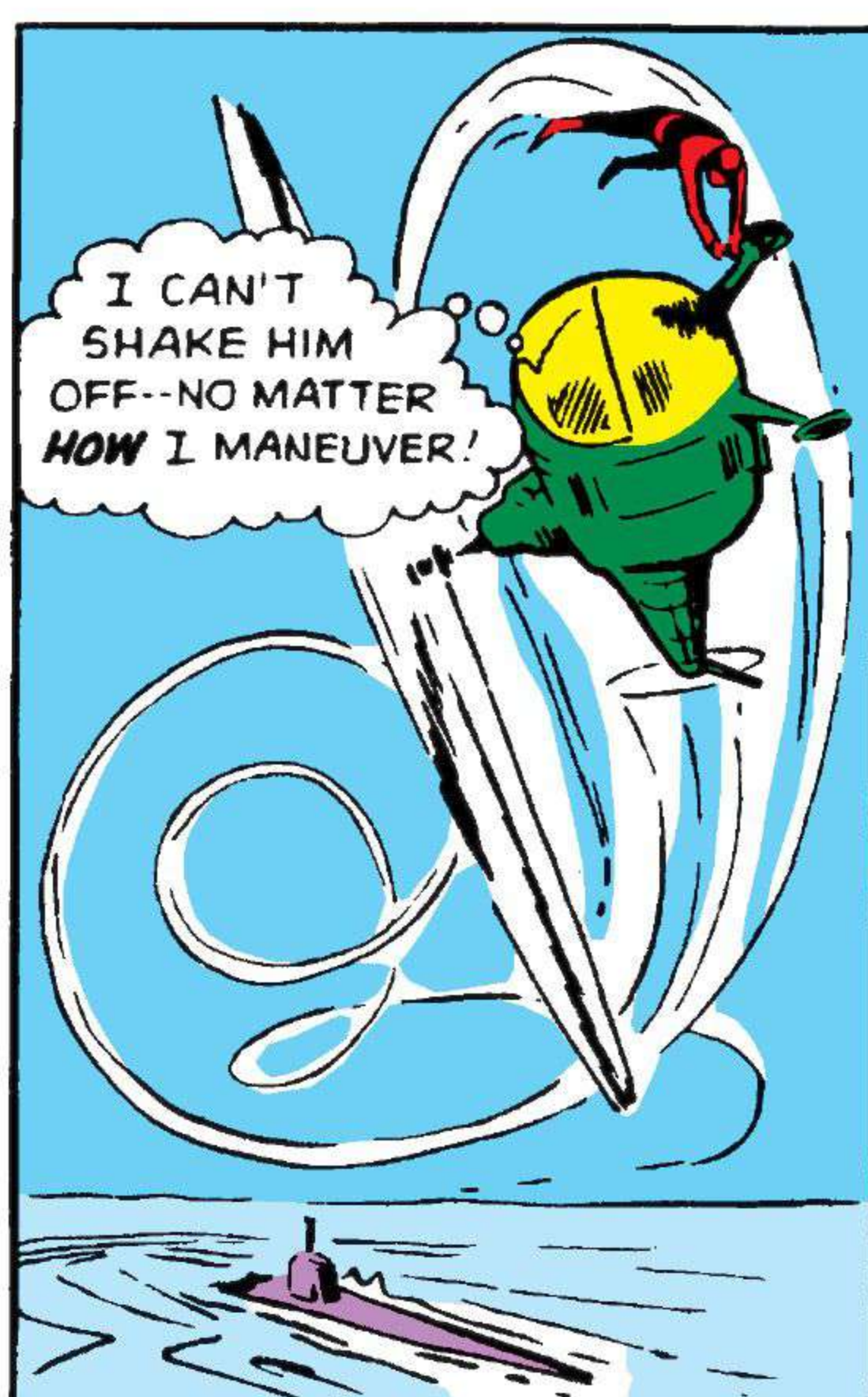
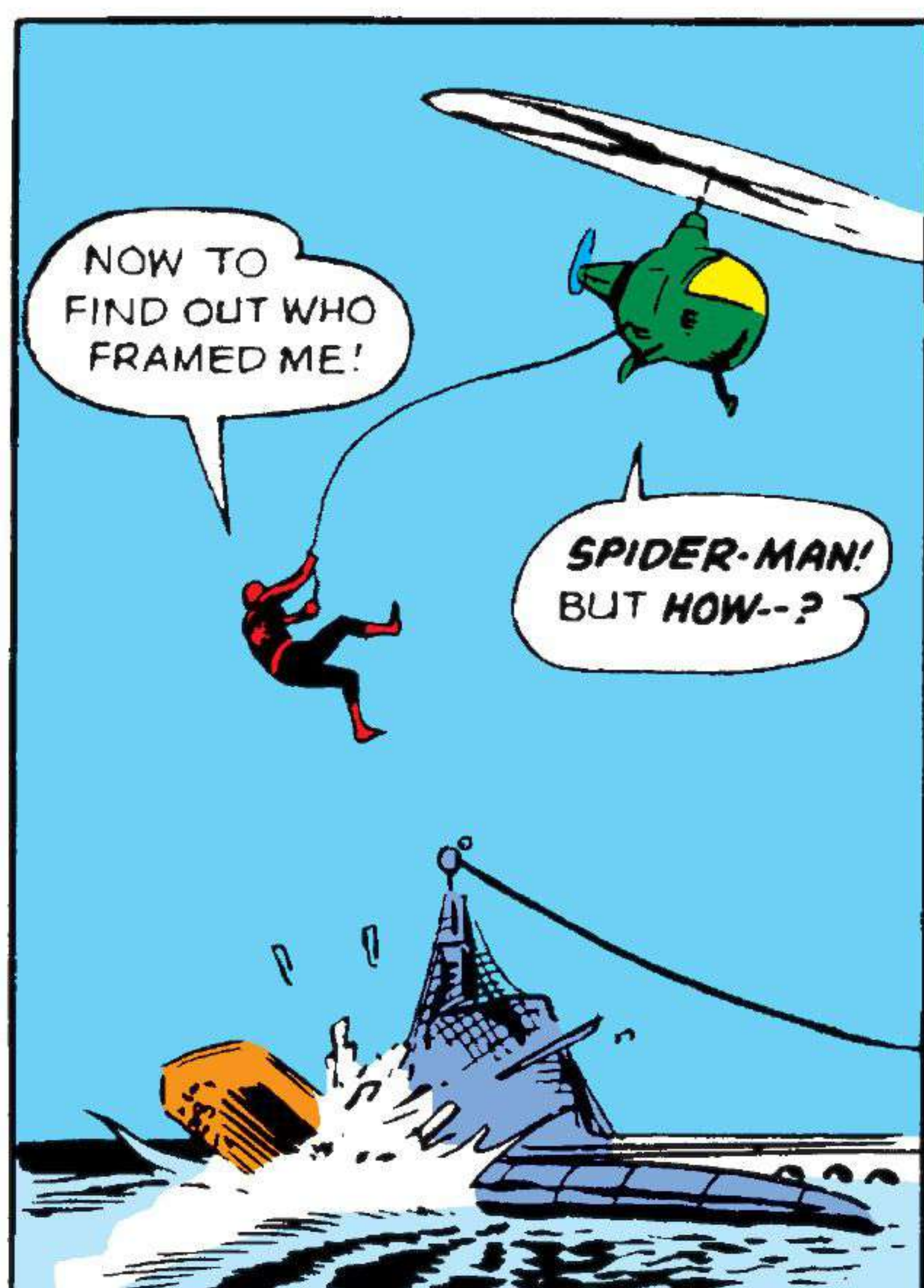
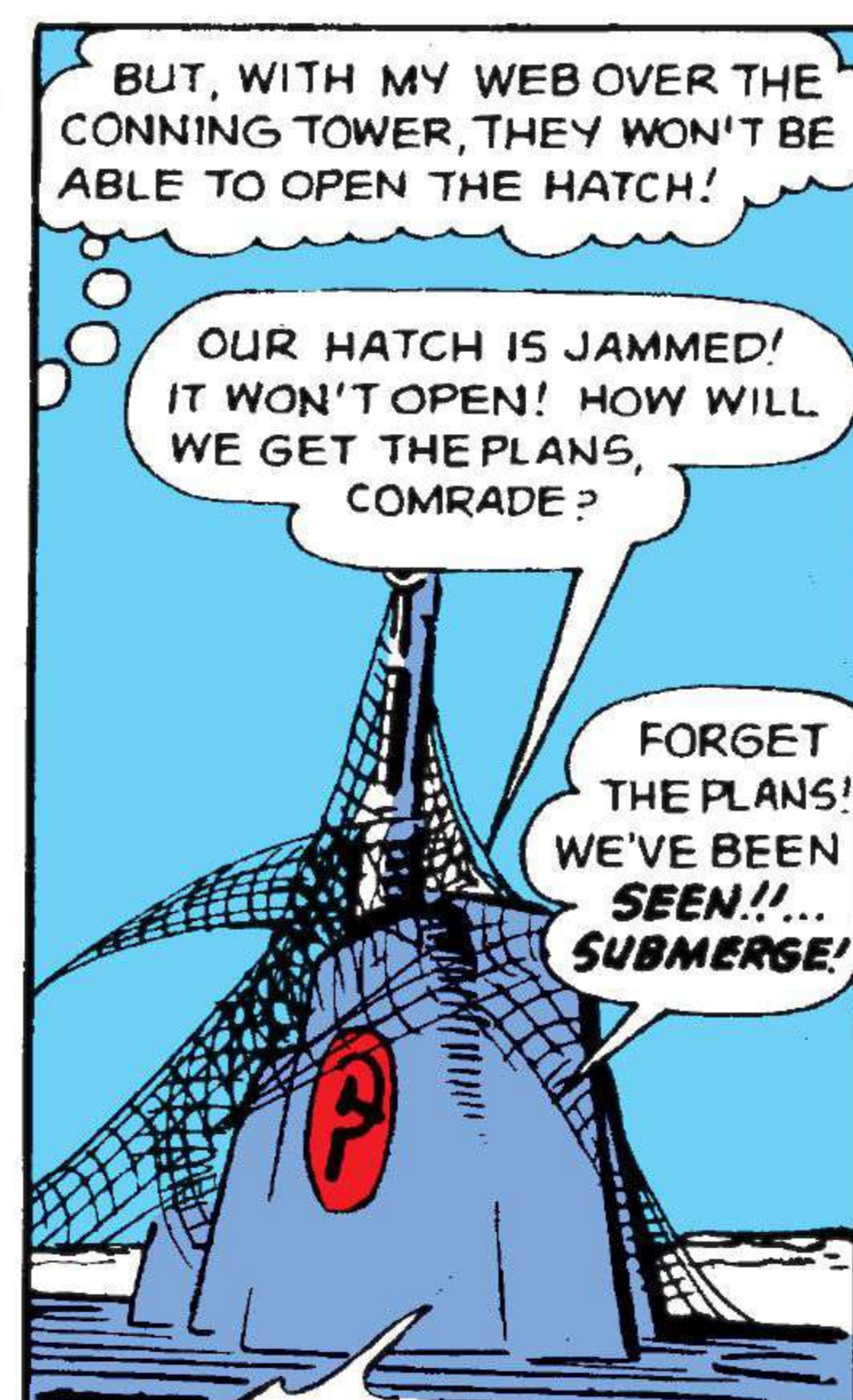
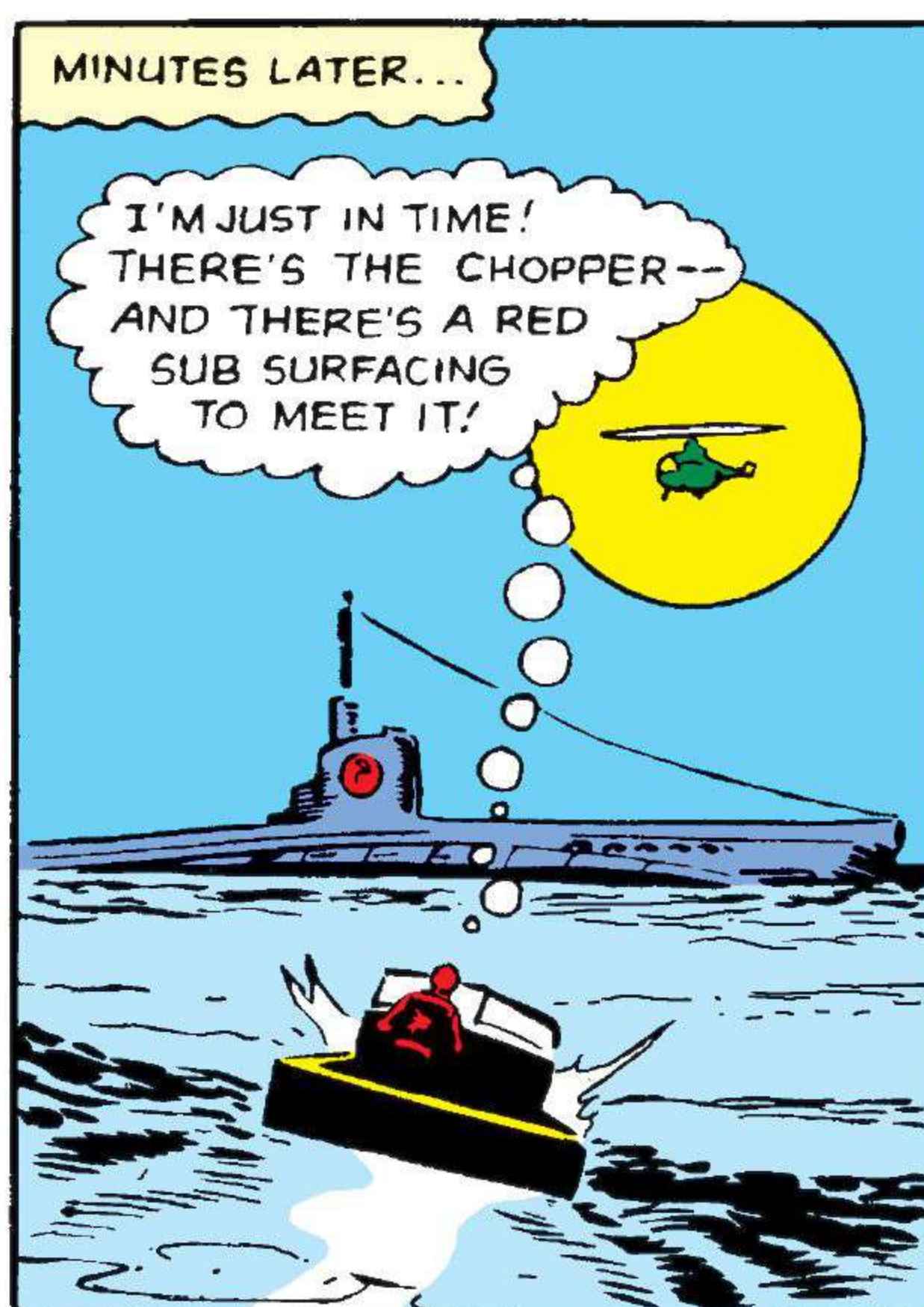
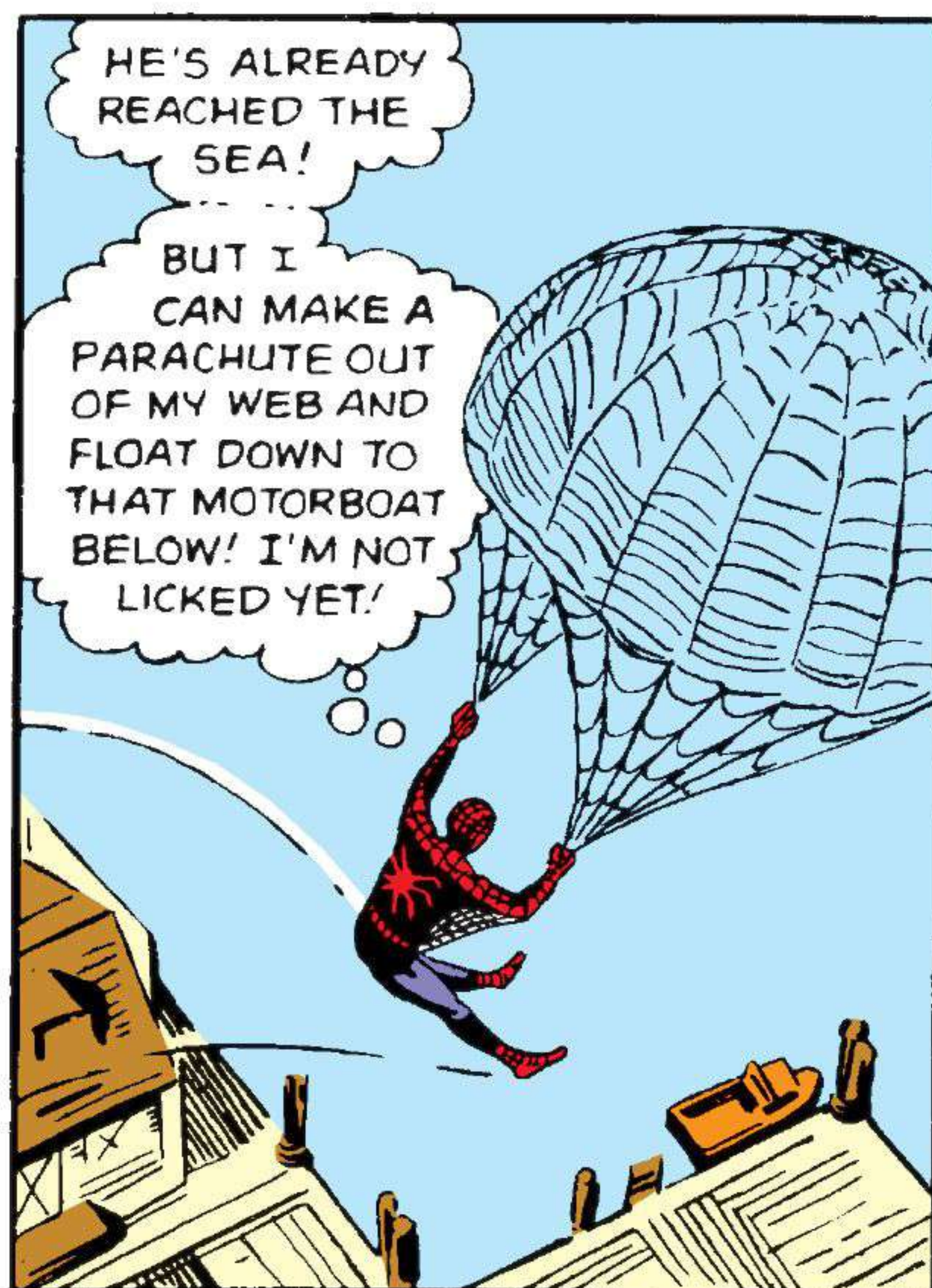
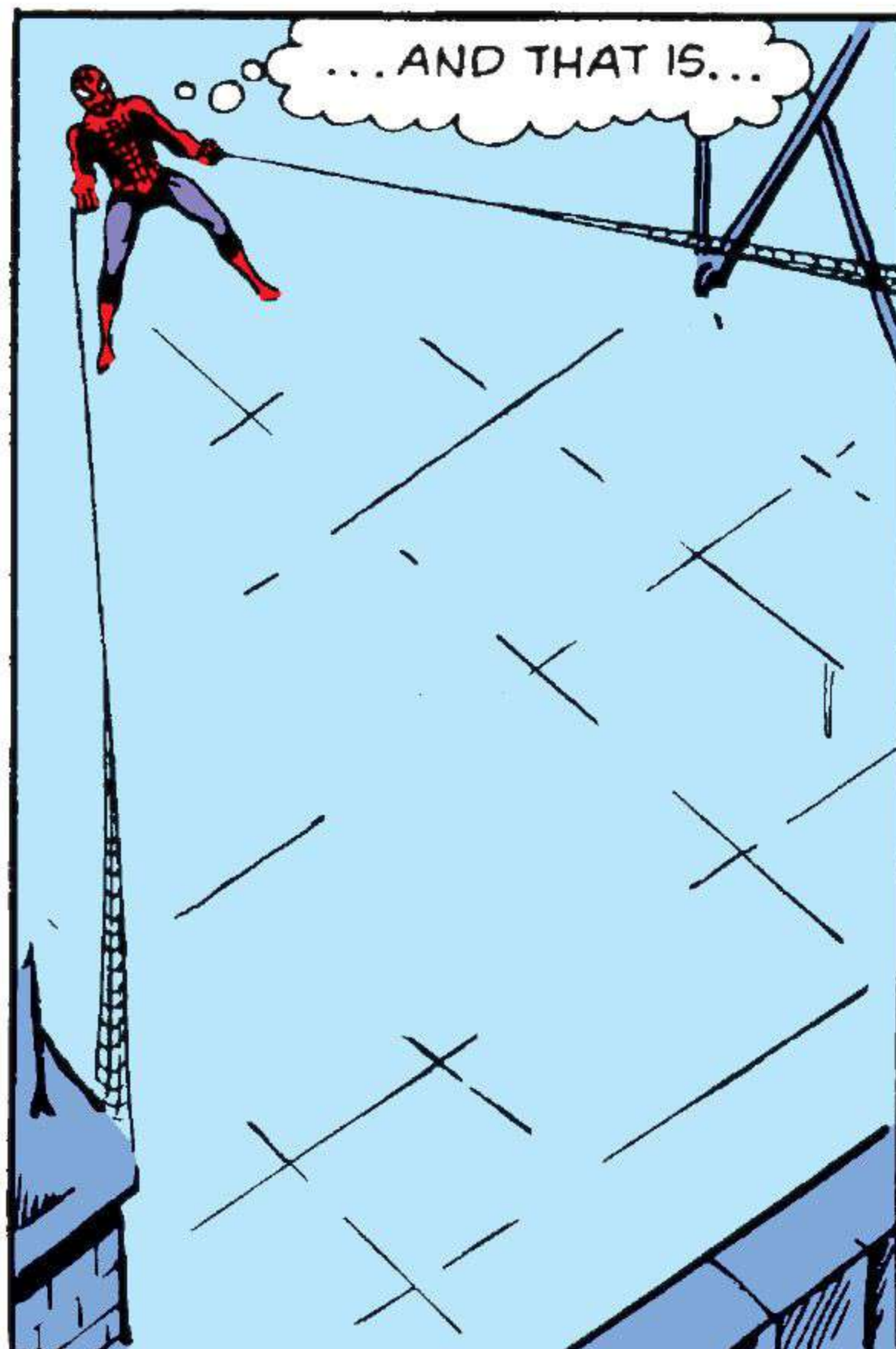
WAIT! COME BACK!

OKAY, KEEP ME OUT OF YOUR GROUP! WHO NEEDS YOU? I'LL MAKE YOU GUYS LOOK LIKE **PIKERS!**

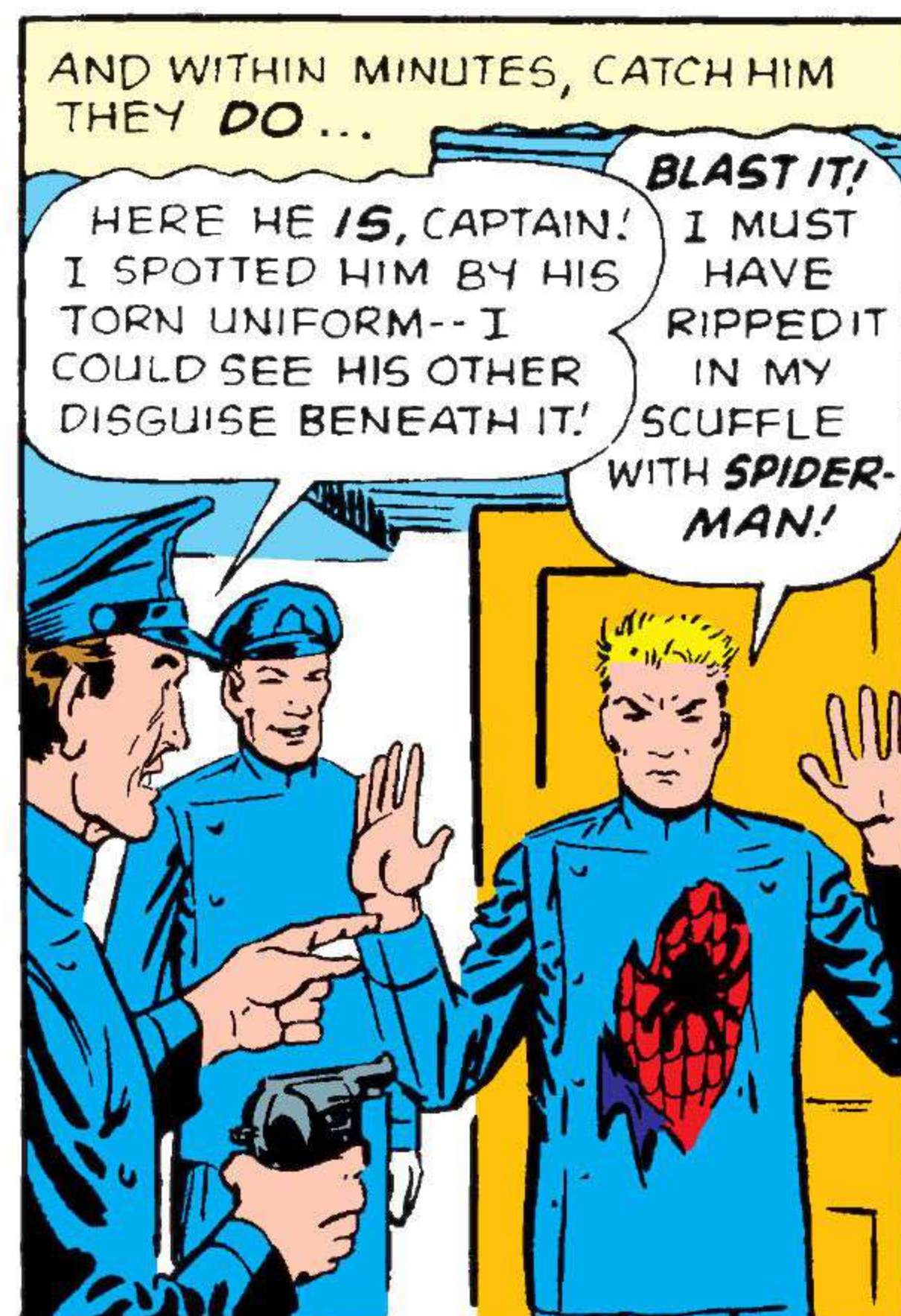












A PERSONAL MESSAGE FROM

SPIDER-MAN

Hi, friends!

Hope you enjoyed this issue of the new AMAZING SPIDER-MAN!

Beginning with our THIRD ISSUE* there'll be a letters page for your knocks and boosts, called THE SPIDER'S WEB! So, send your letters along now to SPIDER-MAN, THIRD FLOOR, 655 MADISON AVE., N. Y. 21, N. Y.!

Don't miss my new and different adventures in issue #2, on sale the beginning of February, 1963. Better ask your dealer to reserve your copy NOW, because judging by advance reports the demand will be greater than the supply!

Yours for thrills and fantasy... *Spider-Man*

***NOTE:**

We can't print your letters till our THIRD issue because our SECOND issue will already be on the presses by the time you read this!

